

**IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION**

<b>REGIONS ASSET COMPANY,</b>	)	
<b>REGIONS FINANCIAL CORPORATION,</b>	)	
<b>and REGIONS BANK</b>	)	
	)	
<b>Plaintiffs,</b>	)	
	)	
<b>v.</b>	)	<b>Civil Action No. 2:06-CV-882-MHT</b>
	)	
<b>REGIONS UNIVERSITY, INC.</b>	)	
	)	
<b>Defendant.</b>	)	

**JOINT NOTICE OF FILING OF DEPOSITION DESIGNATIONS**

**THE PARTIES** have jointly designated the unstricken portions of the attached depositions of the following people:

1. Emmett M. Pollard;
2. Carolyn Hughes;
3. Patsy Fulghum;
4. Neal Berte;
5. Samuel E. Upchurch, Jr.;
6. Janet Armitage; and
7. George Jackson Allen

The Parties stipulate that the unstricken portions shall be introduced into evidence at trial.

DATED this 8<sup>th</sup> day of January, 2008

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Company and Regions Bank

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George Jackson Allen

July 18, 2007

<p style="text-align: center;">1</p> <p style="text-align: center;">IN THE U.S. DISTRICT COURT FOR THE MIDDLE DISTRICT OF ALABAMA NORTHERN DIVISION</p> <p>REGIONAL ASSET COMPANY, Plaintiff,      CAPN:2:06-cv-00882-MHT</p> <p>vs. REGIONAL UNIVERSITY, Defendant.</p> <p style="text-align: center;">VIDEOTAPED DEPOSITION OF GEORGE JACKSON ALLEN</p> <p style="text-align: center;">July 18, 2007 9:31 a.m.</p> <p style="text-align: center;">Southern Association of Colleges and Schools 1866 Southern Lane Decatur, Georgia</p> <p>Debra C. Verrill, Certified Court Reporter</p>	<p style="text-align: center;">3</p> <p style="text-align: center;">APPEARANCES (Continued)</p> <p>1 2 3 FOR THE DEPONENT: (George Jackson Allen) 4 PATRICK W. MCKEE, Esquire 5 McKee &amp; Mitchell 6 19 Spring Street 7 Newnan, Georgia 30263 8 9 ALSO PRESENT: 10 Patrick D. Gilmore (Videographer) 11 Dr. Rex A. Turner, Jr. 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p style="text-align: center;">CONTENTS</p> <table style="width: 100%;"> <tr> <th style="text-align: left;">Deponent</th> <th style="text-align: right;">Page</th> </tr> <tr> <td>George Jackson Allen</td> <td></td> </tr> <tr> <td>Examination by Mr. Hudson</td> <td style="text-align: right;">5</td> </tr> <tr> <td>Examination by Mr. Patterson</td> <td style="text-align: right;">27</td> </tr> <tr> <td>Cross-Examination by Mr. Hudson</td> <td style="text-align: right;">86</td> </tr> <tr> <td>Compliance with O.C.G.A. 9-11-28(d) on</td> <td></td> </tr> <tr> <td>Disclosure Statement</td> <td style="text-align: right;">102</td> </tr> </table>	Deponent	Page	George Jackson Allen		Examination by Mr. Hudson	5	Examination by Mr. Patterson	27	Cross-Examination by Mr. Hudson	86	Compliance with O.C.G.A. 9-11-28(d) on		Disclosure Statement	102
Deponent	Page														
George Jackson Allen															
Examination by Mr. Hudson	5														
Examination by Mr. Patterson	27														
Cross-Examination by Mr. Hudson	86														
Compliance with O.C.G.A. 9-11-28(d) on															
Disclosure Statement	102														
<p style="text-align: center;">2</p> <p style="text-align: center;">APPEARANCES</p> <p>1 2 3 FOR THE PLAINTIFF: 4 CHARLES B. PATTERSON, Esquire 5 Balch &amp; Bingham, LLP 6 105 Tallapoosa Street, Suite 200 7 Montgomery, Alabama 36104 8 334.269.3143 9 334.269.3115 fax 10 cpaterson@balch.com 11 12 FOR THE DEFENDANT: 13 VICTOR T. HUDSON, III, Esquire 14 Hudson &amp; Watts, LLP 15 One St. Louis Centre, Suite 2500 16 Mobile, Alabama 36601 17 251.432.7200 18 251.432.0073 fax 19 victor@alabamatriallaw.com 20 21 22 23 24 25</p>	<p style="text-align: center;">4</p> <p>1 VIDEOTAPED DEPOSITION OF GEORGE JACKSON ALLEN 2 July 18, 2007 3 4 THE VIDEOGRAPHER: 9:34. On the record. 5 Whereupon, 6 GEORGE JACKSON ALLEN, 7 was called as a deponent herein, and having 8 first been duly sworn, was examined and deposed 9 as follows: 10 11 CROSS-EXAMINATION 12 BY MR. HUDSON: 13 Q Would you please state your name for 14 the record? 15 A It's George Jackson Allen. 16 Q Are you Dr. Allen? 17 A Right. 18 Q And, Dr. Allen, where are you 19 employed? 20 A At the Southern Association of 21 Colleges and Schools. I'm a Vice President of 22 the Commission on Colleges. 23 Q What is the Commission on Colleges? 24 A The Commission on Colleges is an 25 elective body from the 11 Southern states and a couple of foreign areas, like Mexico and Costa</p>														

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George Jackson Allen

July 18, 2007

<p style="text-align: center;">5</p> <p>1 Rica, that is elected to oversee the</p> <p>2 accreditation process for its membership. We</p> <p>3 have 77 people on that commission elected from</p> <p>4 all the states according to a formula and some</p> <p>5 are elected at large.</p> <p>6 Q And what is accreditation?</p> <p>7 A Accreditation is, in a heart sense of</p> <p>8 the word, an evaluation of an academic</p> <p>9 institution that offers degrees by peer</p> <p>10 reviewers from other institutions that also</p> <p>11 offer degrees according to a set of standards</p> <p>12 that are agreed on by the almost 800 members</p> <p>13 that we have. And that goes to assure the</p> <p>14 public and other students, faculty and other</p> <p>15 folks that institutions meet our minimum</p> <p>16 requirements and are striving for improvement.</p> <p>17 Q If you can give us just a little</p> <p>18 historical background. How did this process</p> <p>19 begin? How did it start?</p> <p>20 A The gestation period for this, I</p> <p>21 think, started with folks from Vanderbilt in</p> <p>22 the 1880s, early 1890s when the Southern region</p> <p>23 did not really have any standards that were</p> <p>24 agreed upon. There was no system of education</p> <p>25 that existed in that sense, and so there was</p>	<p style="text-align: center;">7</p> <p>1 things that we've come to know as part of the</p> <p>2 collegiate experience. They were highly</p> <p>3 quantitative in the early days because it was</p> <p>4 easy to apply those quantitative standards</p> <p>5 because most of those colleges were liberal</p> <p>6 arts colleges, and they were very similar in</p> <p>7 nature.</p> <p>8 Q Now, are they quantitative today?</p> <p>9 A No, they aren't. And the reason</p> <p>10 that's happened primarily is because the</p> <p>11 association has in response to a number of</p> <p>12 types of institutions decided to expand the</p> <p>13 accreditation functions and include those. We</p> <p>14 didn't accredit two-year colleges in the</p> <p>15 beginning or state teacher's colleges or even</p> <p>16 technical colleges. All of those have come</p> <p>17 into the membership over the years since 1920.</p> <p>18 And so in order to accommodate these, you</p> <p>19 really didn't want to create six or seven</p> <p>20 different sets of standards. What they decided</p> <p>21 at a certain point was to have one set of</p> <p>22 standards that would be applied to all</p> <p>23 institutions according to what their purpose in</p> <p>24 education was.</p> <p>25 And so we don't have things that say</p>
<p style="text-align: center;">6</p> <p>1 not much of a differentiation between high</p> <p>2 schools and colleges. And so certain</p> <p>3 institutions in the south, Vanderbilt, Duke,</p> <p>4 University of North Carolina, University of the</p> <p>5 South, University of Tennessee, University of</p> <p>6 Mississippi, among others, and others who</p> <p>7 weren't the original members got together in</p> <p>8 Atlanta and decided that they wanted to</p> <p>9 separate off colleges from high schools, and so</p> <p>10 they decided to adopt a set of standards that</p> <p>11 would effectively do that.</p> <p>12 Q And did those standards evolve over</p> <p>13 time?</p> <p>14 A They did evolve. Primarily at first,</p> <p>15 they were admission standards that said that</p> <p>16 you had to have something in high school</p> <p>17 requiring the units to proceed onto college or</p> <p>18 the colleges had to have admission standards,</p> <p>19 these kinds of things. Eventually starting in</p> <p>20 1920, the standards expanded to include lots of</p> <p>21 things that we think of as part of the integral</p> <p>22 core of a college now; faculty requirements,</p> <p>23 requirements for endowment, or per student</p> <p>24 expenditure, if you were a public institution,</p> <p>25 requirements for libraries and all of these</p>	<p style="text-align: center;">8</p> <p>1 you need 10,000 books in your library. It's</p> <p>2 according to what you -- the purpose of your</p> <p>3 institution is. The University of Georgia</p> <p>4 would have a different purpose than a community</p> <p>5 college, for example.</p> <p>6 Q But by way of example; when the peer</p> <p>7 review -- when these colleges seeking</p> <p>8 accreditation are submitted to peer review, are</p> <p>9 they compared in accordance with the category</p> <p>10 they're in; four-year colleges compared to</p> <p>11 other four-year colleges as opposed to four-</p> <p>12 year colleges compared to your genuine</p> <p>13 colleges?</p> <p>14 A Yeah. That's generally the case.</p> <p>15 Our process involves people at all levels of</p> <p>16 institutions; from two-year colleges through</p> <p>17 comprehensive graduate institutions. And so</p> <p>18 for the most part, we try to have similar types</p> <p>19 of institutions, the evaluation, those</p> <p>20 evaluated institution of similar type. But on</p> <p>21 the other hand, we don't want it to be all</p> <p>22 uniform. It would result in separate sets of</p> <p>23 accreditation. So there are other eyes in this</p> <p>24 as well, and so we have people with</p> <p>25 comprehensive institutions that will be part of</p>

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George Jackson Allen

July 18, 2007

<p style="text-align: center;">9</p> <p>1 the evaluation at some stage on a two-year</p> <p>2 college, for example.</p> <p>3 Q Well, let me ask you some more</p> <p>4 specific questions. In 1986 when Regions</p> <p>5 University, then Southern Christian University,</p> <p>6 was accredited, were there criteria for</p> <p>7 accreditation that were imposed by the</p> <p>8 Commission on Colleges?</p> <p>9 A Yes. In fact, they were called the</p> <p>10 criteria for accreditation at that point.</p> <p>11 There were a number of assessed and fairly</p> <p>12 specific standards that the institutions were</p> <p>13 required to meet, not only for their initial</p> <p>14 candidacy for accreditation, but for -- We</p> <p>15 don't call it full accreditation -- for their</p> <p>16 accreditation process itself.</p> <p>17 ---</p> <p>18 (Whereupon, Defendant's</p> <p>19 Exhibit No. 1 was marked</p> <p>20 marked for identification)</p> <p>21 ---</p> <p>22 BY MR. HUDSON: (Resuming)</p> <p>23 Q I'll show you what I've marked as</p> <p>24 Exhibit 1 and ask you if those are the</p> <p>25 criteria.</p>	<p style="text-align: center;">11</p> <p>1 they give them a little bit more flexibility in</p> <p>2 demonstrating how they do that.</p> <p>3 Q And the Southern Christian</p> <p>4 University, now Regions University, would have</p> <p>5 been accredited under Exhibit 1 criteria?</p> <p>6 A That's right.</p> <p>7 ---</p> <p>8 (Whereupon, Defendant's</p> <p>9 Exhibit No. 2 was marked</p> <p>10 for identification)</p> <p>11 ---</p> <p>12 BY MR. HUDSON: (Resuming)</p> <p>13 Q All right. So then I show you the</p> <p>14 principles of accreditation that have been</p> <p>15 marked as Exhibit 2, the 2007 interim addition,</p> <p>16 and ask you if those are the principles to</p> <p>17 which you refer.</p> <p>18 A That's right.</p> <p>19 Q Are those the principles that are --</p> <p>20 A Current.</p> <p>21 Q -- that are utilized today?</p> <p>22 A Current.</p> <p>23 Q Current accreditations?</p> <p>24 A Yes.</p> <p>25 Q Now, discussing the accreditation</p>
<p style="text-align: center;">10</p> <p>1 A Those are, uh-huh (affirmative).</p> <p>2 Q And did those in time evolve into the</p> <p>3 principles of accreditation?</p> <p>4 A They did. Over the last few years,</p> <p>5 the decision was made, I think, to allow a</p> <p>6 little bit more flexibility without giving up</p> <p>7 the rigor that's part of the accreditation</p> <p>8 process. In other words, without all of the</p> <p>9 specifics, institutions were still going to be</p> <p>10 required to provide resources, faculty re-</p> <p>11 qualified, and these kinds of things. But</p> <p>12 there was, I think, an intent to allow them a</p> <p>13 little bit more flexibility in demonstrating</p> <p>14 that those things occurred.</p> <p>15 And so that's the transition between</p> <p>16 the criteria, which had about three or 400</p> <p>17 specific requirements to the set of</p> <p>18 requirements that we have now, which are called</p> <p>19 the principles of accreditation.</p> <p>20 Q Principles of accreditation are</p> <p>21 similar to the criteria, but a little bit more</p> <p>22 challenging?</p> <p>23 A There's several in the intent that</p> <p>24 the institution would maintain the rigor of the</p> <p>25 process and their educational programs, but</p>	<p style="text-align: center;">12</p> <p>1 process itself as it relates to peer review</p> <p>2 that comes from the Commission on Colleges.</p> <p>3 Would you describe to me how in 1986 and today,</p> <p>4 in general terms, an institution seeks</p> <p>5 accreditation and how that process works?</p> <p>6 A In terms of seeking accreditation, we</p> <p>7 have these items in current principles that are</p> <p>8 called core requirements. In 1986, they were</p> <p>9 called conditions of eligibility. Essentially</p> <p>10 the same types of requirements. Each</p> <p>11 institution that applied for membership needed</p> <p>12 to meet those core requirements plus the</p> <p>13 faculty area, credentials area, their faculty</p> <p>14 qualifications in order to be considered for</p> <p>15 candidacy. And then we would have a committee</p> <p>16 or peers that would visit the institution and</p> <p>17 decide whether indeed they were going to be</p> <p>18 awarded candidacy.</p> <p>19 Q And when you say a committee of</p> <p>20 peers, what is that? Who would that be?</p> <p>21 A That would be in the case of, say, a</p> <p>22 private institution, perhaps we might have</p> <p>23 seven or eight, perhaps nine people who would</p> <p>24 visit the institution. There would be a</p> <p>25 business officer, the librarian, a number of</p>

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<p style="text-align: center;">13</p> <p>1 academics, perhaps someone who had expertise in 2 institutional research to look at the outcome 3 as part of our process. 4       So there would be a good cross- 5 section of people represented. They would 6 visit the institution and prepare a report, 7 which would -- At that time, they actually made 8 a recommendation for whether the institution 9 should have candidacy or not. I don't think 10 that's the case now, but the decision would be 11 made on the basis of that report whether the 12 institution were awarded candidacy. 13       And then the same process would 14 repeat itself after a period of time where the 15 institution would have to demonstrate 16 compliance with all of the requirements, not 17 just the core requirements, or what they were 18 called in the conditions of eligibility, but 19 all of them. And that would occur usually 20 within about two years of the awarding of 21 candidacy. They couldn't go beyond four years 22 after they were awarded candidacy. 23       Q   Once that occurs, the second stage 24 after the two-year period, is all or any 25 information submitted to the Commission on</p>	<p style="text-align: center;">15</p> <p>1 can make a decision? 2       A   That's right. 3       Q   And that's part of the peer review 4 process, the peers make the decision -- 5       A   That's right. 6       Q   -- on whether to include this 7 institution as one of their members? 8       A   That's right. 9       --- 10       (Whereupon, Defendant's 11 Exhibit No. 3 was marked 12 for identification) 13       --- 14 BY MR. HUDSON: (Resuming) 15       Q   Let me show you what has been marked 16 as Exhibit 3 and ask you if you can identify 17 that. 18       A   This is the current list of the 19 members of the Commission on Colleges that are 20 elected by the membership. And these would 21 include a number of college presidents, some 22 other administrators, perhaps some faculty and 23 some public members that represent that 24 particular sector that aren't associated with 25 colleges.</p>
<p style="text-align: center;">14</p> <p>1 Colleges? 2       A   Well, all of the reports -- If, for 3 example, the candidacy stage, with that 4 committee, they would send their report to the 5 Commission alone and the institution would 6 respond to it, and the Commission would make a 7 decision on candidacy. And the same thing 8 would happen in the case of the accreditation 9 committee, which would be there to examine them 10 for the purposes of awarding accreditation. 11       So all of that would go up to the 12 Commission, so there were certain rules of 13 evaluation there. First, the committee visit, 14 then the Commission action. 15       Q   And by whom would the decision be 16 made about whether or not the institution would 17 be accredited? 18       A   It would be made by the 77 members of 19 the Commission on Colleges. The elected body, 20 as I have mentioned, from the states that we 21 represent, the 11 Southern states. Kentucky to 22 Florida, Virginia to Texas, and to Mexico and 23 Costa Rica. They will make the final decisions 24 on these. 25       Q   In fact, they were the only ones that</p>	<p style="text-align: center;">16</p> <p>1       MR. PATTERSON: Excuse me, Tom. Is 2 that the list of the 77 people that are on 3 the committee that make the decision? 4       THE DEPONENT: This is the 77 -- 5       MR. HUDSON: The Commission on 6 College's 77 members. Yes. That's a 7 composition on it. 8 BY MR. HUDSON: (Resuming) 9       Q   And can you give me a -- just a rough 10 idea of what percentage of the membership 11 ordinarily is composed of college presidents? 12       A   I would say about three quarters of 13 the Commission on Colleges presidents. I'd 14 have to look through this. 15       Q   Count up. 16       A   Count up to make sure. Others, 17 again, are administrators or some faculty, and 18 we're probably going to be adding more faculty 19 to the mix in the future. And then, again, 20 there are a number of public members. For 21 example, I see on the first page Ms. Gale 22 Adcock, Director, Corporate Health Services at 23 a health center in North Carolina who represent 24 the public interest part of this. 25       Q   So the peer review process also</p>

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<p style="text-align: center;">17</p> <p>1 brings in not only the college peer review, but</p> <p>2 the public -- invited public interest members</p> <p>3 as well?</p> <p>4 A That's right.</p> <p>5 Q Okay. Does the Commission on</p> <p>6 Colleges also have a chairman or presiding</p> <p>7 officer of some sort?</p> <p>8 A They do. There's a chair of the</p> <p>9 Commission, yes.</p> <p>10 Q Can you give me an example of some of</p> <p>11 those who have served in that position?</p> <p>12 A Well, the current chair of the</p> <p>13 Commission is Phil Stone, who is the president</p> <p>14 of Bridgewater College up in Virginia.</p> <p>15 Previous presidents have included -- The recent</p> <p>16 president chairs has included Jim Barker, who</p> <p>17 is president of Clemson; John Casteen,</p> <p>18 president of the University of Virginia; Robert</p> <p>19 Khayat, president of the University of</p> <p>20 Mississippi; and Mike Adams, president of the</p> <p>21 University of Georgia.</p> <p>22 Q Has --</p> <p>23 A Those have been recent --</p> <p>24 Q Okay.</p> <p>25 A -- chairs.</p>	<p style="text-align: center;">19</p> <p>1 A They have had some changes, yes. We</p> <p>2 can look at those.</p> <p>3 Q And had some recent ones as well?</p> <p>4 A That's right. The most recent one</p> <p>5 was a doctoral program; marriage and family</p> <p>6 counseling.</p> <p>7 Q Now, are there also annual audits and</p> <p>8 annual reviews?</p> <p>9 A There are. There are annual profiles</p> <p>10 that are submitted that do contain some</p> <p>11 financial information and enrollment figures.</p> <p>12 We also have what's called a fifth-year report</p> <p>13 that can be asked for for institutions for</p> <p>14 follow-up on certain things that might have</p> <p>15 been noted about their reaffirmation process,</p> <p>16 if the Commission would like to re-evaluate at</p> <p>17 some point. And our new process, not only do</p> <p>18 we have -- We're in the process of some change</p> <p>19 now, but we ask -- we're going to ask for a</p> <p>20 fifth-year report on what's called the quality</p> <p>21 enhancement plan, which is required of all</p> <p>22 institutions that go through the process. And</p> <p>23 they will need to report on how that's worked</p> <p>24 itself out, whether they succeeded or failed or</p> <p>25 what their experience has been with that.</p>
<p style="text-align: center;">18</p> <p>1 Q Now, the process itself I'd like to</p> <p>2 talk to you about just a little bit more. Once</p> <p>3 an institution is accredited, is there any</p> <p>4 follow-up with regard to that institution?</p> <p>5 A There is. Normally in the</p> <p>6 accreditation process, which we go through a</p> <p>7 cycle every ten years. It's mandatory.</p> <p>8 There's usually follow-up after those visits in</p> <p>9 that ten-year period. Almost every institution</p> <p>10 has some type of follow-up report to submit.</p> <p>11 In addition to that, we have a</p> <p>12 situation whereby if an institution changes</p> <p>13 significantly, if they offer a new level of</p> <p>14 programming, say, from bachelor's to master's,</p> <p>15 master's to doctorate, or if they introduce</p> <p>16 significantly new types of programs even at</p> <p>17 their own level, then that would call for not</p> <p>18 only a notification by the institution, but</p> <p>19 submission of a respectus, and in most cases, a</p> <p>20 visit to review those particular changes.</p> <p>21 So it's a dynamic process that just</p> <p>22 doesn't occur every ten years, depending on</p> <p>23 what happens with the institution.</p> <p>24 Q And has Regions University had those</p> <p>25 substantial changes over the years?</p>	<p style="text-align: center;">20</p> <p>1 In addition, the Department of</p> <p>2 Education, the United States Department of</p> <p>3 Education has asked that we require, and we</p> <p>4 will be doing this, a more comprehensive review</p> <p>5 of standards at the fifth year. I don't know</p> <p>6 exactly how that's going to be worked out, but</p> <p>7 there will be a review of that.</p> <p>8 Q But speaking specifically about the</p> <p>9 accreditation of Southern Christian University,</p> <p>10 it would have been accredited in 1986. And</p> <p>11 then each year after that, would there have</p> <p>12 been annual reviews and annual audits?</p> <p>13 A There's an annual profile. It's not</p> <p>14 necessarily audits. The fifth year we do</p> <p>15 require audits.</p> <p>16 Q And there was one required of Regions</p> <p>17 University?</p> <p>18 A Yeah.</p> <p>19 Q And the ten-year audit or review that</p> <p>20 you referred to, what is that called?</p> <p>21 A It's called reaffirmation of</p> <p>22 accreditation. Some people refer to it as</p> <p>23 reaccreditation. We say reaffirmation of</p> <p>24 accreditation.</p> <p>25 Q Whether it's called reaccreditation</p>

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<p style="text-align: center;">21</p> <p>1 or reaffirmation of accreditation, would that 2 process have been one that Regions University 3 would have successfully completed? 4 A That's correct. 5 Q And also as it had substantial 6 changes, that would have triggered other 7 reviews? 8 A That's correct, too. 9 Q Now, the -- Is accreditation required 10 by the U.S. Department of Education for any 11 particular program or benefit? 12 A I'm not sure about the pragmatic 13 requirements, but for most institutions, some 14 accreditations is required for the extension of 15 student loans, research monies, and these kinds 16 of things. And the Department of Education 17 maintains a list of recognized accrediting 18 bodies, such as the Southern Association. As 19 does the private counterpart of that counsel 20 for higher education accreditation, which also 21 maintains a list. 22 Q And does the U.S. Department of 23 Education require that an institution be 24 accredited by a recognized accrediting 25 association in order to qualify for VA</p>	<p style="text-align: center;">23</p> <p>1 significant problems with our accreditation 2 requirements. 3 Q And in the event that your 4 investigation shows some negative result, what 5 are you entitled to do? 6 A Well, the institution can certainly 7 correct whatever the situation is. They could 8 be placed on some type of warning sanction, 9 probation, these kinds of things, ask for some 10 follow-up. 11 So there are a wide range of things 12 that could happen in a case of an institution 13 that is in violation of one of our 14 requirements. 15 Q And in the extreme, what can occur? 16 A They could lose membership. 17 Q And -- 18 A In other words, lose their 19 accreditation. 20 Q And are there steps prior to their 21 losing their accreditation, such as warnings 22 and probation? 23 A That's normally the case. Although, 24 as a counterpart, if a situation develops 25 that's so serious, whether it involves the</p>
<p style="text-align: center;">22</p> <p>1 benefits? 2 A As far as I know, that's correct. I 3 mean, they may have some exceptions in their 4 policy, but I think the general requirement is 5 you need an accreditation by a recognized 6 accrediting body to receive those kinds of 7 benefits. 8 Q And is there also similarly a general 9 requirement for student loans, Pell grants, and 10 research funding? 11 A As far as I know, there is. 12 Q Okay. Now, if something like the 13 reaffirmation of accreditation or an annual 14 review or complaints that come to your 15 attention, anything, is there anything that can 16 subsequently affect an accreditation once 17 given? 18 A Yes. Other than the substantive 19 change items and the usual follow-ups that we 20 have on accreditation visits, if it comes to 21 the Commission's attention that there is a 22 problem with an institution that comes through 23 people letting us know, complaints, newspaper 24 reports, or whatever, we can act on it. We 25 need to investigate those if they show some</p>	<p style="text-align: center;">24</p> <p>1 integrity of the institution or a complete 2 violation of our requirements, they could be 3 dropped from membership -- 4 Q Immediately. 5 A -- Immediately. By action of the 6 Commission. 7 Q And once again, the Commission itself 8 relies upon its peer review capabilities? 9 A That's right. 10 Q Now, notwithstanding that, would you 11 describe the system of warnings and probation 12 to us? 13 A This gets a little bit technical, but 14 when we review an institution and a report 15 comes in to the Commission, that starts a 16 process of monitoring the institution, if there 17 are problems. And the Department of Education 18 asked us, and we've adopted this policy, that 19 if an institution does not correct whatever 20 deficiency there is in relation to our 21 standards within two years, then they have to 22 be either dropped from membership or placed on 23 probation, if they show significant 24 improvement. But we still have to track it. 25 Now, anytime within those two years,</p>

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George Jackson Allen

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<p style="text-align: center;">25</p> <p>1 the institution could also be put on a warning  2 status, which is usually the first thing we do.  3 Warning status would interfere with their  4 reaffirmation. That could be postponed because  5 of that. The next stage is usually probation,  6 which is usually considered a more serious  7 sanction and indicates that the institution, if  8 they don't meet certain deadlines, is going to  9 be in real trouble. They could lose their  10 membership.  11 Q And how long is the probationary  12 period?  13 A According to the schedule, it could  14 last up to two years. But an institution  15 cannot stay on probation more than two years,  16 consecutive years.  17 Q All right. You say it can't. I  18 mean, if it's at the end of the two years and  19 it hadn't rectified the problem, does that mean  20 it loses its accreditation?  21 A It would lose its accreditation, yes.  22 Q Has Auburn University been on  23 probation?  24 A Yeah. They were on probation, I  25 think, for a year.</p>	<p style="text-align: center;">27</p> <p>1 A Yeah, okay.  2 Q And how did you become aware that it  3 had, in fact, changed its name?  4 A They notified us they wanted to  5 change the name.  6 Q Is that part of the process?  7 A That's part of the process that they  8 would need to notify us. And if it represented  9 a significant change in the institution, then  10 we would probably have some substantive change  11 visit.  12 Q Do you have a copy of their notice of  13 their application to you for permission to  14 change their name?  15 A I think so. I don't think I have it  16 with me, but I have a letter somewhere in my  17 materials that acknowledges that the name has  18 been changed.  19 Q Would that be a letter from them  20 seeking that or a letter from this institution?  21 A No. This is a letter that actually  22 reacknowledged -- Somewhere I have it.  23 <del>MR. PATTERSON: Well, just take -- If</del>  24 <del>you would, if you need to take a break to</del>  25 <del>find it, you take just a second and see if</del></p>
<p style="text-align: center;">26</p> <p>1 Q Has Regions University ever been on  2 probation, then issued a warning, had its  3 accreditation threatened?  4 A I'd have to review that, but I don't  5 recall anything of that nature at all with  6 Regions.  7 Q If you would address just a moment  8 the -- Strike that.  9 MR. HUDSON: I don't have any further  10 questions.  11  12 <del>EXAMINATION</del>  13 <del>BY MR. PATTERSON:</del>  14 Q Dr. Allen, my name is Charlie  15 Patterson and I represent Regions Bank and I  16 have a few questions.  17 A All right.  18 Q When did you become aware that  19 Southern Christian University had changed its  20 name to Regions University?  21 A Let's see. I think that was in the  22 last year or so, I believe. I'm not exactly  23 sure one way or the other.  24 Q I'll represent to you it changed its  25 name in August of '06.</p>	<p style="text-align: center;">28</p> <p>1 <del>you can find that.</del>  2 <del>THE VIDEOGRAPHER: Off the record.</del>  3  4 <del>(Whereupon, a short break was taken).</del>  5  6 <del>(Whereupon, Defendant's</del>  7 <del>Exhibit No. 4 was marked</del>  8 <del>for identification)</del>  9  10 <del>THE VIDEOGRAPHER: 10:03. On the</del>  11 <del>record.</del>  12 <del>BY MR. PATTERSON: (Resuming)</del>  13 Q Dr. Allen, I'm going to ask you to  14 take a look at a letter dated August 2nd, 2006,  15 which I've marked as Exhibit No. 4. This is a  16 letter to Dr. Belle Wheelan from Rex Turner.  17 Is this the letter notifying your institution  18 that Southern Christian University had changed  19 its name to Regions University?  20 A Right.  21 Q Now, this letter just is a -- Am I  22 right? It's just a notice to your institution  23 that they have, in fact, changed it. Did they  24 have to seek any type of permission or anything  25 to change it?</p>

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July 18, 2007

<p style="text-align: center;">29</p> <p>1 A The only time that they would need to</p> <p>2 seek permission would be if it represented a</p> <p>3 major change in the programming of the</p> <p>4 institution, if they were going to offer a new</p> <p>5 level of programming of some nature change.</p> <p>6 Otherwise, we normally would just go ahead and</p> <p>7 accept notice of their name change, if that</p> <p>8 isn't the situation.</p> <p>9 Q And your institution would rely on</p> <p>10 the school that was submitting this name change</p> <p>11 to be sure that the name was changed in the</p> <p>12 appropriate manner?</p> <p>13 A That's correct.</p> <p>14 Q As a matter of fact, your institution</p> <p>15 relies heavily on things that are submitted by</p> <p>16 its members?</p> <p>17 A That's correct. We expect members to</p> <p>18 report accurately information to us.</p> <p>19 _____</p> <p>20 _____ (Whereupon, Defendant's</p> <p>21 _____ Exhibit No. 5 was marked</p> <p>22 _____ for identification)</p> <p>23 _____</p> <p>24 BY MR. PATTERSON: (Resuming)</p> <p>25 Q Defendant's Exhibit No. 5 is a letter-</p>	<p style="text-align: center;">31</p> <p>1 their name?</p> <p>2 A I don't think so. If they did, I</p> <p>3 don't recall.</p> <p>4 Q Okay. Was anyone in your</p> <p>5 organization at SACS consulted or involved in</p> <p>6 any way in the name change other than</p> <p>7 exchanging this correspondence we previously</p> <p>8 talked about?</p> <p>9 A No, not that I know of.</p> <p>10 Q Has your organization Can I call</p> <p>11 it SACS?</p> <p>12 A Sure.</p> <p>13 Q Has SACS ever had occasion to get</p> <p>14 involved when a member school changes the name?</p> <p>15 A I can't recall any instance where</p> <p>16 there's been a major problem with a name</p> <p>17 change. The only time that we usually get</p> <p>18 involved with it, of course, we want to know if</p> <p>19 it represents any change in their academics.</p> <p>20 If they're going to start a medical school or</p> <p>21 if they're, you know, doing this or that, we</p> <p>22 would want to know that. But in terms of a</p> <p>23 name change, unless it there's some problem</p> <p>24 with it, we wouldn't get involved with it.</p> <p>25 Q Has your organization ever passed</p>
<p style="text-align: center;">30</p> <p>1 dated August 11th, 2006. Is this your</p> <p>2 institution's response to Defendant's Exhibit</p> <p>3 42</p> <p>4 A That is. It is.</p> <p>5 Q And those two documents are part of</p> <p>6 your records here</p> <p>7 A That's right.</p> <p>8 Q that you produced today? Okay.</p> <p>9 Thank you.</p> <p>10 How did you personally become aware</p> <p>11 that they changed their name? This</p> <p>12 correspondence wasn't created to or from this</p> <p>13 A I think that I was informed possibly</p> <p>14 by John White at the institution that the name</p> <p>15 change was imminent and that what did they</p> <p>16 need to do? I believe that was the case. I'm</p> <p>17 not sure when that happened.</p> <p>18 Q Did John White tell you why the name</p> <p>19 was being changed?</p> <p>20 A I don't recall that.</p> <p>21 Q Do you recall why</p> <p>22 A I mean, it just I'm sorry. Why</p> <p>23 the name was being changed.</p> <p>24 Q Did anyone at what is now Regions</p> <p>25 University tell you why they were changing</p>	<p style="text-align: center;">32</p> <p>1 judgement on the propriety of the name of any</p> <p>2 institution?</p> <p>3 A I think that there have been some</p> <p>4 questions in the past about institutions that</p> <p>5 might call themselves a university, if they're</p> <p>6 not offering graduate programs or other types</p> <p>7 of things you would normally associate with a</p> <p>8 university. But those issues have usually been</p> <p>9 resolved and we pretty much allow institutions</p> <p>10 as long as it doesn't misrepresent the</p> <p>11 situation to call themselves what they want.</p> <p>12 If we had a two-year college that called</p> <p>13 themselves a university, perhaps that might be</p> <p>14 a situation we might get into. But as long as</p> <p>15 there's no attempt to mislead or no attempt to</p> <p>16 advertise something that you aren't, we</p> <p>17 wouldn't have a problem with it.</p> <p>18 Q Are you aware of situations where</p> <p>19 schools have changed their names to reflect the</p> <p>20 influence of supporters and donors --</p> <p>21 A Yes.</p> <p>22 Q -- and things like Eckerd College --</p> <p>23 A Yeah.</p> <p>24 Q -- and Duke University --</p> <p>25 A Duke University.</p>

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33

1 Q -- things like that?  
 2 A Yeah.  
 3 Q Does that occur very often anymore  
 4 where someone puts -- you know, someone makes  
 5 enough of an impact on a school, financial or  
 6 otherwise, to make the schools change?  
 7 A I don't think we've had too many  
 8 change the name of the institution recently.  
 9 Sometimes usually it's a building that's named  
 10 for them, but not necessarily the -- I can't  
 11 recall any right off.  
 12 Q Okay. But you recognize that as a  
 13 common practice, institutions are often named  
 14 for significant supporters and alums?  
 15 A That's true.  
 16 Q Now, I think you said this earlier,  
 17 but SACS expects the schools that it accredits  
 18 to conduct their affairs with integrity.  
 19 correct?  
 20 A Correct.  
 21 Q And you expect them to deal honestly  
 22 and openly with all of their constituents;  
 23 students, faculty, the public?  
 24 A Correct.  
 25 Q And, as a matter of fact, one of the

34

1 -- I think this has been marked as Plaintiff's  
 2 Exhibit -- I'm sorry -- just Exhibit No. 2 in  
 3 your principles of accreditation. If you would  
 4 take a look at that document. I think it's on  
 5 page 6 of that document. Turn to page 6. Is  
 6 that the one that has section one at the top?  
 7 A The integrity section?  
 8 Q Yes. And section one is entitled  
 9 "The Principle of Integrity."  
 10 A Correct.  
 11 Q So that's your number one numbered  
 12 paragraph in "The Principles of Accreditation"  
 13 is that this organization demands integrity?  
 14 A Uh-huh (affirmative).  
 15 Q And that's probably the cornerstone  
 16 of your requirements, isn't it?  
 17 A It's a good part of it. It's an  
 18 important part.  
 19 Q And in this -- I'm quoting from a  
 20 part of this. It says, "SACS requires that the  
 21 accreditation requires that the institution is  
 22 to operate with integrity in all matters." Do  
 23 you recognize that as  
 24 A I do.  
 25 Q part of your requirements?

35

1 A Uh-huh (affirmative).  
 2 Q And is this organization serious  
 3 about that?  
 4 A We are serious about that.  
 5 Q And if you don't conduct your -- if  
 6 the school doesn't conduct itself with  
 7 integrity, you're subject to sanctions from  
 8 this organization, including the loss of  
 9 accreditation?  
 10 A That's correct.  
 11 Q Now, if a school -- Have you ever had  
 12 a situation where a school put out,  
 13 advertisements or brochures which were  
 14 misleading to prospective students or the  
 15 public? Have you ever had a situation like  
 16 that? And I'm not asking you to call names of  
 17 the people you had problems with, but have you  
 18 ever in your experience here encountered a  
 19 situation where the misleading ads or  
 20 misleading brochures were used?  
 21 A I don't think we've had anything  
 22 that's been purposely misleading, according to  
 23 this. We have -- We require institutions to  
 24 state their accreditation status with us  
 25 according to some technical prescribed words.

36

1 And in some cases, they haven't gotten the  
 2 wording right. But I don't think it's been  
 3 intentional on their part and put our phone  
 4 number in there. These are the kinds of things  
 5 sometimes we follow up on. A number of  
 6 institutions have had to correct the wording in  
 7 that, but we haven't had, as far as I know, a  
 8 situation where an institution has inaccurately  
 9 described themselves to the public or put out  
 10 misleading kinds of things to the public.  
 11 Q If you did have a situation like  
 12 that, could that affect the school's  
 13 accreditation if it hadn't been corrected?  
 14 A It could. It could, yes.  
 15 Q Now, have you had a situation where a  
 16 school willfully violated applicable laws, and  
 17 there are numeral laws that apply to the  
 18 operation of schools nowadays. I mean, from  
 19 labor laws to Title IX of the Civil Rights law  
 20 to you name it. Everything applies to school  
 21 systems nowadays, including the trademark laws.  
 22 Had you ever had a situation where you've had  
 23 to deal with a school that willfully violated  
 24 the law that was applicable to the operation of  
 25 the school in its form?

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<p>37</p> <p>1 A Not that I know of, not copyright</p> <p>2 laws</p> <p>3 Q Okay. If you found that a school</p> <p>4 willfully violated the law, it could be a</p> <p>5 federal or state law, in the area where they</p> <p>6 operated, could that affect accreditation?</p> <p>7 A Right now in our standards, we're not</p> <p>8 specific about requiring an institution to</p> <p>9 comply with our laws because we're not aware of</p> <p>10 all the laws of the states, and it's very</p> <p>11 difficult to do that.</p> <p>12 Q Nor has anyone</p> <p>13 A In fact, it's impossible</p> <p>14 Q Nor has anyone</p> <p>15 A But anyway, we are required as part</p> <p>16 of our accreditation process to follow-up on</p> <p>17 any Title IV problems that an institution has</p> <p>18 with the feds, and we have done that on</p> <p>19 occasion. We usually rely on them to give us</p> <p>20 information about an institution where they're</p> <p>21 fulfilling their responsibilities under this,</p> <p>22 but there are so many other types of things.</p> <p>23 Equal Opportunity things, affirmative action</p> <p>24 things, these are very difficult for an</p> <p>25 accreditation agency or association like ours</p>	<p>39</p> <p>1 A Right.</p> <p>2 Q Mr. McKee?</p> <p>3 A Right.</p> <p>4 Q Okay. The three of them?</p> <p>5 A Right.</p> <p>6 Q Have you ever had a conversation with</p> <p>7 Mr. Hudson or any lawyer for Regions University</p> <p>8 without your counsel present?</p> <p>9 A No.</p> <p>10 Q Is anybody here at your institution,</p> <p>11 to your knowledge?</p> <p>12 A Yes.</p> <p>13 Q Have they had a discussion with</p> <p>14 anyone at Regions University about this case?</p> <p>15 A I don't think so because we assign a</p> <p>16 staff person to each institution, and I'm the</p> <p>17 staff person assigned to Regions.</p> <p>18 Q And who's your normal contact as</p> <p>19 being the staff person assigned to Regions?</p> <p>20 A Normal contact is John White at the</p> <p>21 institution.</p> <p>22 Q Have you talked to John White about</p> <p>23 this litigation?</p> <p>24 A I think that he Well, he called me</p> <p>25 and said that there was a possibility of the</p>
<p>38</p> <p>1 to make legal decisions like that on them.</p> <p>2 Q Well, if it is Let me ask you this</p> <p>3 specific question: If it's determined by a</p> <p>4 court in this proceeding that Regions</p> <p>5 University willfully violated the trademark</p> <p>6 laws when it changed its name from Southern</p> <p>7 Christian University to Regions University, is</p> <p>8 this something that could affect the school's</p> <p>9 accreditation?</p> <p>10 A I really don't have an opinion that.</p> <p>11 I'm not sure I can answer that because I don't</p> <p>12 know how the Commission would receive that kind</p> <p>13 of information.</p> <p>14 Q You don't know one way or another?</p> <p>15 A No.</p> <p>16 Q Now, who have you talked to about</p> <p>17 this case, this lawsuit that we're here today</p> <p>18 on?</p> <p>19 A Let's see. The only thing I've</p> <p>20 talked with is we had a conference yesterday</p> <p>21 and we talked about what the Commission does,</p> <p>22 what its activities are, and that kind of</p> <p>23 thing.</p> <p>24 Q You had a talk with Mr. Hudson and</p> <p>25 your counsel</p>	<p>40</p> <p>1 deposition. Other than that.</p> <p>2 Q Did he ask you tell you what he</p> <p>3 wanted you to say in the deposition?</p> <p>4 A No, he didn't. He just said that</p> <p>5 there was some questioning between the names,</p> <p>6 the two different institutions.</p> <p>7 Q What is your understanding of what</p> <p>8 this lawsuit's about?</p> <p>9 A I don't have too much understanding</p> <p>10 of what it's about. I assume that it has to do</p> <p>11 with the name, use of the name.</p> <p>12 Q Anybody tell you that or you just</p> <p>13 deduct that from the questions you've been</p> <p>14 asked?</p> <p>15 A Well, I mean, from what John White</p> <p>16 told me, that's why we're coming together for</p> <p>17 this. That there was some question about the</p> <p>18 use of the name.</p> <p>19 Q Are you familiar with Regions Bank?</p> <p>20 A Not at all.</p> <p>21 Q You've never seen a Regions Bank</p> <p>22 sign, seen a branch bank?</p> <p>23 A I probably have. Do they have</p> <p>24 branches in Atlanta?</p> <p>25 Q Do you ever recall seeing one in --</p>

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July 18, 2007

<p style="text-align: center;">41</p> <p>1 You've lived in Texas recently.</p> <p>2 A No, I haven't been in Texas recently.</p> <p>3 I mean, I have lived in Texas.</p> <p>4 Q Oh, I'm sorry. I thought that you --</p> <p>5 A No. I've been living in Atlanta for</p> <p>6 the last 35 years.</p> <p>7 Q Over the last 35 years you living in</p> <p>8 Atlanta, have you ever heard of Regions Bank?</p> <p>9 A I've heard of Regions Bank, yeah.</p> <p>10 Q Did you ever bank there?</p> <p>11 A No, I haven't.</p> <p>12 Q What occasioned you to even hear of</p> <p>13 Regions Bank?</p> <p>14 A Probably commercials, advertisements.</p> <p>15 I may have gone by one. I have forgotten</p> <p>16 whether there was one in this area or not.</p> <p>17 Q Is it fair to conclude that you heard</p> <p>18 of the name Regions long before Souther</p> <p>19 Christian University ever changed their name to</p> <p>20 Regions?</p> <p>21 A That's probably fair.</p> <p>22 Q Now, when you heard about this name</p> <p>23 change from Southern Christian University to</p> <p>24 Regions University, did you in your own mind</p> <p>25 wonder whether there was some way that Regions</p>	<p style="text-align: center;">43</p> <p>1 BY MR. PATTERSON: (Resuming)</p> <p>2 Q Would you have any thought of that?</p> <p>3 A No, I don't have an opinion.</p> <p>4 Q Do you think it would be appropriate</p> <p>5 for an institution to change its name to</p> <p>6 Wachovia University if it had no relationship</p> <p>7 with Wachovia Bank?</p> <p>8 MR. MCKEE: Same objection.</p> <p>9 THE DEPONENT: I don't have any</p> <p>10 opinion.</p> <p>11 BY MR. PATTERSON: (Resuming)</p> <p>12 Q No opinion on that.</p> <p>13 Now, has anyone at Regions University</p> <p>14 or Southern Christian University ever told you</p> <p>15 that they changed the name to enhance the</p> <p>16 university's opportunity or enhance the</p> <p>17 university's image?</p> <p>18 A I don't recall that. In fact, I</p> <p>19 don't recall any details about why their name</p> <p>20 was changed.</p> <p>21 Q Do you think that renaming this</p> <p>22 school Regions University would enhance</p> <p>23 Southern Christian University's opportunities</p> <p>24 and make the school more prominent?</p> <p>25 MR. MCKEE: Object to the form of the</p>
<p style="text-align: center;">42</p> <p>1 Bank was associated with or supporting Regions</p> <p>2 University?</p> <p>3 A I really didn't make any connection</p> <p>4 like that at all.</p> <p>5 Q If you think that -- If you had a</p> <p>6 school that changed its name to Wachovia</p> <p>7 University, would you have any thought about</p> <p>8 that whether that was appropriate or</p> <p>9 inappropriate?</p> <p>10 MR. MCKEE: I'm going to object to</p> <p>11 the form of the question calling for</p> <p>12 speculation, counsel.</p> <p>13 BY MR. PATTERSON: (Resuming)</p> <p>14 Q You may answer.</p> <p>15 MR. MCKEE: If you know. If you have</p> <p>16 an opinion.</p> <p>17 THE DEPONENT: No, I don't have an</p> <p>18 opinion.</p> <p>19 BY MR. PATTERSON: (Resuming)</p> <p>20 Q You don't have an opinion one way or</p> <p>21 another. If a member or institution changed</p> <p>22 its name to say Wachovia University or SunTrust</p> <p>23 University, would you wonder that had any</p> <p>24 connection with Wachovia Bank or SunTrust Bank?</p> <p>25 MR. MCKEE: Same objection.</p>	<p style="text-align: center;">44</p> <p>1 question. Calls for speculation.</p> <p>2 BY MR. PATTERSON: (Resuming)</p> <p>3 Q Do you have any judgement on that?</p> <p>4 A No, I don't.</p> <p>5 Q Did anyone at Southern Christian or</p> <p>6 Regions ever tell you that they considered the</p> <p>7 use of the name Turner University before they</p> <p>8 changed their name to Regions?</p> <p>9 A I don't recall anything like that.</p> <p>10 Q Did anyone at Southern Christian or</p> <p>11 Regions ever tell you Regions University</p> <p>12 ever tell you that they considered the use of</p> <p>13 the name Masters University before they changed</p> <p>14 their name to Regions?</p> <p>15 A I don't recall that either.</p> <p>16 Q Now, you've been in the -- How long</p> <p>17 have you been here?</p> <p>18 A In the Commission? Since 1978.</p> <p>19 Q Since 78, okay. Have you ever come</p> <p>20 across a situation where a corporation has used</p> <p>21 the term "university" for its purposes, for</p> <p>22 example, McDonald's University or Disney</p> <p>23 University? Have you ever come across that?</p> <p>24 A I've heard of those.</p> <p>25 Q You've heard of those. They get --</p>

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July 18, 2007

<p style="text-align: center;">45</p> <p>1 You read about that in the press, though?</p> <p>2 A Right.</p> <p>3 Q And you're aware that corporations</p> <p>4 often use the university as part of their</p> <p>5 training program, correct?</p> <p>6 A No.</p> <p>7 Q Has this institution or any similar</p> <p>8 institution -- I know you're one of four in the</p> <p>9 country, I think.</p> <p>10 A Six.</p> <p>11 Q Six. One of six in the country. Has</p> <p>12 this institution or any one of your sister</p> <p>13 institutions ever gone through an accreditation</p> <p>14 process for one of these, what I call, in-house</p> <p>15 universities?</p> <p>16 A You mean a --</p> <p>17 Q Like a McDonald's University or a</p> <p>18 Disney University?</p> <p>19 A In order for us to consider an</p> <p>20 institution like that for accreditation, they</p> <p>21 would have to offer degrees. And I'm not sure</p> <p>22 --</p> <p>23 Q You've never had any such application</p> <p>24 like that?</p> <p>25 A I don't think so. We have someone</p>	<p style="text-align: center;">47</p> <p>1 probably except as a university.</p> <p>2 Q Is that something that your</p> <p>3 institution would prohibit?</p> <p>4 A Well, I'm not sure because that's</p> <p>5 never really come up. We never had that</p> <p>6 situation where a two-year college has decided</p> <p>7 it's going to call itself a university.</p> <p>8 Q Okay. I think you answered this</p> <p>9 previously, but I'm not sure I heard it. How</p> <p>10 many accredited -- How many schools do you</p> <p>11 accredit here in the region?</p> <p>12 A It's almost 800. I get a little off</p> <p>13 on the numbers. A couple fewer than that.</p> <p>14 Q And you have six, what I call, sister</p> <p>15 institutions around the country. How many</p> <p>16 accredited colleges are there in the United</p> <p>17 States?</p> <p>18 A Oh, gee.</p> <p>19 Q Round numbers. You do close to 800.</p> <p>20 A I can guess. Yeah, we're 800. North</p> <p>21 Central is about a thousand. At least 3,000.</p> <p>22 Q At least 3,000 in the country?</p> <p>23 A Yeah.</p> <p>24 Q Now, am I right in understanding that</p> <p>25 SACS doesn't -- it doesn't rank universities or</p>
<p style="text-align: center;">46</p> <p>1 who reviews applicant institutions. But as far</p> <p>2 as I know, we've never had one that's -- an in-</p> <p>3 house one like that, like McDonald's</p> <p>4 University.</p> <p>5 Q Had you ever taken any action to try</p> <p>6 to keep a company from using the term</p> <p>7 "university" in connection with their employee</p> <p>8 training?</p> <p>9 A Not that I know of.</p> <p>10 Q Because I think I did understand you.</p> <p>11 if I understood your prior testimony correctly,</p> <p>12 you had had some situations where a school that</p> <p>13 does not have the proper amount of curriculum</p> <p>14 and faculty sometimes try to use the name</p> <p>15 university, and you will step in and tell them</p> <p>16 they can't use "university" under those</p> <p>17 circumstances?</p> <p>18 A Well, I think the way that's been</p> <p>19 resolved is we pretty much have allowed</p> <p>20 institutions to use the term "university" if</p> <p>21 it's not a violation of our requirements. I</p> <p>22 guess you could stretch that and say it would</p> <p>23 probably not be wise for a two-year college to</p> <p>24 call themselves a university. I think that</p> <p>25 would be beyond the definition anybody would</p>	<p style="text-align: center;">48</p> <p>1 <del>monitor the academic quality of the schools</del></p> <p>2 <del>that it accredits, does it?</del></p> <p>3 <del>MR. MGKEE: Object to the form of the</del></p> <p>4 <del>question. You've got two questions there.</del></p> <p>5 <del>Ask one at a time. Rank and then academic</del></p> <p>6 <del>quality.</del></p> <p>7 <del>BY MR. PATTERSON: (Resuming)</del></p> <p>8 <del>Q You don't rank -- I'll rephrase that.</del></p> <p>9 <del>Am I correct in understanding SACS</del></p> <p>10 <del>doesn't rank universities?</del></p> <p>11 A That's correct.</p> <p>12 Q Okay. It doesn't rank the schools</p> <p>13 that it accredits?</p> <p>14 A That's right.</p> <p>15 Q And does it monitor the academic</p> <p>16 quality of the schools it accredits?</p> <p>17 A That's correct.</p> <p>18 Q It does?</p> <p>19 A Yes.</p> <p>20 Q Okay. And how does it do that?</p> <p>21 A Well, we do that in several ways,</p> <p>22 some of which I've already talked about. Every</p> <p>23 ten years the institution goes through about a</p> <p>24 two-year process of reaffirmation of</p> <p>25 accreditation where they supply a compliant</p>

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July 18, 2007

49

1 certification document that's reviewed. We  
 2 have a site visit to the institution. They're  
 3 required to develop what we call a quality  
 4 enhancement plan that focuses on student  
 5 learning that we follow-up on after five years.  
 6 We're developing a process now where we'll have  
 7 a fifth year review that will be more extensive  
 8 than we had in the past, but we can also ask  
 9 for follow-up reports after this reaffirmation  
 10 process if there's some concern. And even if  
 11 the institution is in compliance with the  
 12 requirements, we could still ask for a follow-  
 13 up at this fifth year. It's called a fifth  
 14 year report. If we want to re-evaluate  
 15 something during that time frame. And, again,  
 16 if the institution makes any substantive  
 17 changes, for example, if they open an off  
 18 campus site, they begin distance education, if  
 19 they create a new level of programming, going  
 20 from bachelor's to master's, master's to  
 21 doctorate, we have evaluations of that.  
 22 Q Are you familiar with various  
 23 publications to this? But probably one of the  
 24 more well known is "U.S. News and World Report"  
 25 ranks universities in the country and does it

50

1 once a year. Are you familiar with that  
 2 process?  
 3 A I'm not too familiar with the  
 4 process. I know about the rankings because  
 5 institutions sometimes publicize that.  
 6  
 7 (Whereupon, Defendant's  
 8 Exhibit No. 6 was marked  
 9 for identification)  
 10  
 11 BY MR. PATTERSON: (Resuming)  
 12 Q Let me show you what has been marked  
 13 as Exhibit No. 6. This is something basically  
 14 taken off the Internet. It says, "U.S. News  
 15 dot com, America's best colleges of 2007." And  
 16 I will represent to you it talks about how they  
 17 go about ranking these schools for their  
 18 purposes. Have you ever seen anything like  
 19 that before?  
 20 A I really haven't looked too much at  
 21 these particular rankings. The way I usually  
 22 run across them is that colleges put those in  
 23 their publications sometimes if they have  
 24 comments about the U.S. News and World Report  
 25 rankings. And, again, I can't comment on it

51

1 too much because I don't know how they rate  
 2 those  
 3 Q Sure.  
 4 A I'm not familiar with their  
 5 requirements.  
 6 Q Sure.  
 7 A Though there's a list of them right  
 8 here apparently.  
 9 Q But that is not -- I want to be  
 10 clear. That is not something -- That is not an  
 11 exercise that your organization goes through?  
 12 A That's right. This would not be a  
 13 part of our evaluation.  
 14 Q Okay. So I think I'm correct in  
 15 reading your materials that SACS relies on the  
 16 truthful reporting by the schools seeking to  
 17 get or maintain accreditation, correct?  
 18 A Partially correct. We do our own  
 19 exploration of things. And so we expect an  
 20 institution to report accurately to us, but we  
 21 also check things as well. We don't rely  
 22 completely on what the institution has  
 23 furnished us in our evaluations.  
 24 Q So if a school represents to SACS  
 25 that it has a faculty that has all master's

52

1 degrees and the people teach in the areas  
 2 they're trained in and made those kind of  
 3 representations to you, those would be the kind  
 4 of things you'd rely on?  
 5 A Well, what we do is we ask the  
 6 institutions to fill out a fairly detailed  
 7 roster of their faculty, stating exactly what  
 8 those credentials are, other qualifications,  
 9 and we usually make the judgements on the basis  
 10 of that, but we also, in most cases, will  
 11 check. In most cases, institutions will have  
 12 areas of their faculty that we need to check  
 13 on, and we'll look at the files of those  
 14 faculty on campus, the transcripts and so  
 15 forth.  
 16 Q Do you monitor situations like if  
 17 someone has a master's in biology and they end  
 18 up teaching English at the college, in other  
 19 words, they're teaching outside of their area  
 20 of expertise and training, do you monitor  
 21 things like that?  
 22 A That's the kind of thing we would  
 23 review at this ten-year interval and follow-up  
 24 on if there are any problems in that area until  
 25 the institution has corrected or whatever the

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<p style="text-align: center;">53</p> <p>1 problem we noted with them.</p> <p>2 Q Would that be a problem if someone</p> <p>3 was teaching out of their area of training?</p> <p>4 A It would be unless they had other</p> <p>5 qualifications. If, for example, there was a</p> <p>6 Nobel prize winner in biology that had a degree</p> <p>7 in English, we probably wouldn't go ahead with</p> <p>8 that.</p> <p>9 Q Yeah. I understand. Looking at your</p> <p>10 requirements I don't want to go through this</p> <p>11 in detail because it's lengthy, but in your</p> <p>12 Principles of Accreditation, the first</p> <p>13 principle of accreditation was the principle of</p> <p>14 integrity. We talked a little about that.</p> <p>15 Section two over on page seven says, "Core</p> <p>16 Requirements," and then number three gets to</p> <p>17 "Comprehensive Standards," and the other gets</p> <p>18 to</p> <p>19 A Federal requirements.</p> <p>20 Q "Federal Requirements." And can</p> <p>21 you just take these on at a time just in</p> <p>22 layman's language. I don't want you to read</p> <p>23 this to me or anything, but in layman's</p> <p>24 language, what are the core requirements? Give</p> <p>25 me an overview of that.</p>	<p style="text-align: center;">55</p> <p>1 that because even though they're labeled</p> <p>2 federal requirements, they're our requirements.</p> <p>3 But they are requirements that we have needed</p> <p>4 to put into our standards because these are</p> <p>5 part of the Department of Education's</p> <p>6 recognition requirements. In other words, our</p> <p>7 institutions need to meet these, and we need to</p> <p>8 have them as part of our requirements to meet</p> <p>9 the federal requirements to be re-recognized as</p> <p>10 an accrediting association.</p> <p>11 Q So it basically says you're going to</p> <p>12 comply with the U.S. Department of Education's</p> <p>13 guidelines?</p> <p>14 A That's right. Now, some of these</p> <p>15 overlap with things we have and the other areas</p> <p>16 are, so they aren't completely different. We</p> <p>17 just want to identify these as ones that aren't</p> <p>18 federally related.</p> <p>19 Q I believe you testified that in</p> <p>20 December of '06 that SACS reaffirmed Regions</p> <p>21 University's accreditation, the accreditation</p> <p>22 for another ten years; is that correct?</p> <p>23 A Well, as you've pointed out, we do</p> <p>24 have review processes in between. So</p> <p>25 officially, we don't give a number of years,</p>
<p style="text-align: center;">54</p> <p>1 A The core requirements are similar to</p> <p>2 what we used to call the conditions of</p> <p>3 eligibility back when this institution was</p> <p>4 first accredited. They're very similar. They</p> <p>5 are the basic requirements that an institution</p> <p>6 needs to meet in order to even be considered</p> <p>7 for accreditation. So those are the basic, as</p> <p>8 they say, core requirements. And so these are</p> <p>9 really important areas to us, and if an</p> <p>10 institution has a problem with those, it's</p> <p>11 going to cause a problem with their</p> <p>12 reaffirmation or their accreditation.</p> <p>13 And the comprehensive standards are</p> <p>14 in some cases related to the core requirements,</p> <p>15 but they are more specific in those in going</p> <p>16 to more detail about other areas other than the</p> <p>17 core requirements.</p> <p>18 Q That kind of relate to the operation</p> <p>19 of the school?</p> <p>20 A Yeah. For example, one of our core</p> <p>21 requirements is you have to be in operation and</p> <p>22 enrolling students. I mean, that's a basic</p> <p>23 requirement.</p> <p>24 Q What about the federal requirements?</p> <p>25 A The federal requirements are labeled</p>	<p style="text-align: center;">56</p> <p>1 but that would be the normal cycle that they</p> <p>2 would come up in the next ten years.</p> <p>3 Q But in December of 2006, they got</p> <p>4 reaffirmed?</p> <p>5 A That's right.</p> <p>6 Q Okay. And do you know what fee they</p> <p>7 paid to this institution as a part of that</p> <p>8 application process?</p> <p>9 A Um</p> <p>10 Q What fees are typically paid?</p> <p>11 A Yeah. There's an annual dues that's</p> <p>12 paid that's based on enrollment and</p> <p>13 expenditures. I don't have that formula. We</p> <p>14 could get it for you, if you needed it.</p> <p>15 What they do pay for is expenses that</p> <p>16 are incurred when committees visit the</p> <p>17 institution, but there's no special fee in</p> <p>18 regard to ten-year reaffirmation of</p> <p>19 accreditation.</p> <p>20 Q I want you to explain to me what was</p> <p>21 done by this institution in connection with</p> <p>22 this reaffirmation. First of all, start off</p> <p>23 with did anyone visit there?</p> <p>24 A What we've got as part of our process</p> <p>25 now is we first have what's called an off-site</p>

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July 18, 2007

57

1 review, and as part of that, the institution  
2 provides what we call a compliance  
3 certification in when they provide information  
4 on all of these requirements; the core  
5 requirements, and the comprehensive standards.  
6 They could do it somewhat electronically, they  
7 could write a hard copy. That goes to a peer  
8 review committee that evaluates the written  
9 documents, the electronic documents, whatever  
10 and makes certain recommendations or  
11 suggestions of what we need to follow-up on,  
12 whether they're in compliance or noncompliance  
13 according to their judgement.

14 So the areas that are marked follow-  
15 up, then, oh, it's probably about three or four  
16 months after that we will have an on-site visit  
17 where we send committee members to the campus.  
18 Not the same ones, but different ones to the  
19 campus to follow-up on those areas in which  
20 there needs to be clarification where they're  
21 concerned.

22 Q Was there a visit made by people from  
23 your institution in connection with this  
24 December '06 reaffirmation?

25 A That's correct.

58

1 Q It was?

2 A Yeah.

3 Q Were you part of that group?

4 A I was.

5 Q How many were there?

6 A I'm trying to recall. The minimum  
7 number we usually have is about seven.

8 Q Can you give me the names of any of  
9 the individuals that accompanied you there?

10 A I don't have the names. I can get  
11 those for you, if you need them.

12 Q How long did you stay?

13 A We usually stay two to three days.  
14 And a lot of the work is done in advance.

15 Q And this occurred sometime prior to  
16 December 2006?

17 A Yeah. I'm trying to remember when  
18 the visit was. It was probably spring of 2006.

19 Q So if they were reaffirmed in  
20 December of 2006, it would have been the spring  
21 before that the visit occurred?

22 A Yeah. That's the normal procedure.

23 Q Okay. And do you recall what you did  
24 when you came to the campus of Southern  
25 Christian University?

59

1 A Well, what the committees normally  
2 do, and it's sort of hard to recall all the  
3 details of each visit, but if there were areas  
4 that were marked as needing clarification or  
5 follow-up on, then people in our committee  
6 would set up interviews with the appropriate  
7 people on campus, they would look at  
8 documentation. The institution has a chance to  
9 respond to that first report, that off-site  
10 report. So their response goes to our  
11 committee members, they examine it, and they  
12 will set up interviews, they'll ask for  
13 documentation, and so when they get on campus,  
14 they'll finalize their report after they've had  
15 a chance to talk with people and look at this  
16 documentation.

17 Q And so the people that accompanied  
18 you there, were they employees of this  
19 institution, your institution SACS, or were  
20 they employees of other institutions that you  
21 would consider to be a peer?

22 A Yeah. The only person who is an  
23 employee that went was me, and the rest of them  
24 were from institutions at various colleges in  
25 the south. Not from Alabama. That's part of a

60

1 conflict of interest, so they were -- I guess  
2 they were primarily, as I would -- with not  
3 having the roster in front of me, they were  
4 primarily private college people.

5 Q Do you have records to show who went  
6 to Montgomery to visit this campus?

7 A We do.

8 Q Is that something you could get and  
9 get to your attorney?

10 A Yeah.

11 Q I ask that you please do that. I'm  
12 going to try to circumvent the subpoena process  
13 with less information if I could have it.

14 MR. MCKEE: What sort of time frame  
15 are you interested in having that?

16 MR. PATTERSON: Your convenience.

17 MR. MCKEE: Okay. We don't need it  
18 today?

19 MR. PATTERSON: Not tomorrow.

20 MR. MCKEE: Okay. We'll be delighted  
21 to do that.

22 MR. PATTERSON: If you could just  
23 if you could gather a list of the people  
24 that went with you and the paperwork that  
25 was generated by you there.

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<p style="text-align: center;">61</p> <p>1 <del>MR. MCKEE: I assume that that is</del>  2 <del>part of the request. . . that's part of</del>  3 <del>the request pursuant to the subpoena that</del>  4 <del>we're under now. Is that a fair</del>  5 <del>statement?</del>  6 <del>MR. HUDSON: No.</del>  7 <del>MR. MCKEE: If that's not, then I'm</del>  8 <del>going to have to insist on a subpoena.</del>  9 <del>MR. PATTERSON: Okay.</del>  10 <del>MR. MCKEE: If it's not.</del>  11 <del>MR. HUDSON: If it's -- I mean, I'm</del>  12 <del>not trying to be obstructing, but it's</del>  13 <del>not.</del>  14 <del>MR. MCKEE: Okay. Then</del>  15 <del>MR. PATTERSON: So in order to get</del>  16 <del>that information, you think your client</del>  17 <del>would require a subpoena?</del>  18 <del>MR. MCKEE: I know our client</del>  19 <del>requires a subpoena. I mean, that is our</del>  20 <del>process.</del>  21 <del>MR. PATTERSON: Okay. All right.</del>  22 <del>MR. MCKEE: If it's not part of this</del>  23 <del>subpoena, then you're going to have to get</del>  24 <del>a separate one.</del>  25 <del>MR. PATTERSON: All right. Let me</del></p>	<p style="text-align: center;">63</p> <p>1 A Yeah. The process works this way:  2 We divide those 77 people up into -- usually in  3 the December meeting into five committees, and  4 their report went to one of those committees.  5 And that committee makes a recommendation and  6 then they get back together and reaffirm all of  7 these recommendations or reverse them or  8 whatever. It did go to people on the  9 Commission.  10 Q So I understand, at the end of the  11 day, did the entire 77 person body approve  12 this?  13 A Yes.  14 Q Okay. I want to try to be clear on  15 what you didn't consider. Did you attend any  16 classes when you were there?  17 A Normally our committee members don't  18 attend classes. It's more of an auditing of  19 information in the files, documentation. They  20 do interview students normally. I'm not sure.  21 They don't always do that, but usually they do.  22 Particularly with our new process that looks at  23 a student learning as a part of the process.  24 Q Did you look at any examinations,  25 exams?</p>
<p style="text-align: center;">62</p> <p>1 just proceed in identifying what's there  2 then and we will know what that's for.  3 MR. MCKEE: Sure.  4 BY MR. PATTERSON: (Resuming)  5 Q So you do have a roster of  6 A We do, yeah.  7 Q You do have some paperwork that was  8 generated on that visit?  9 A That's correct.  10 Q Is there a file that contains the  11 paperwork related to that visit?  12 A Yeah. We're in the process of  13 scanning all of our documents now. I'd have to  14 locate them. I'm not sure where it's located.  15 I think I can get that.  16 Q And was there a report of any type  17 produced by the group that went to Montgomery  18 including you?  19 A There wasn't a report.  20 Q So that is something that was a part  21 of your records?  22 A That's right.  23 Q And was that report ultimately  24 submitted to this 77 person body that made the  25 decision about the reaffirmation?</p>	<p style="text-align: center;">64</p> <p>1 A Usually in most cases, the  2 institution will provide certain outcomes  3 assessment documents that they have about what  4 students have done on this test or this test or  5 this test. I can't say that every committee  6 looks particularly at tests that are given on a  7 graduate level. In some cases, they will look  8 at graduate projects, dissertations, et cetera.  9 Again, that varies according to what concerns  10 that they might have about a particular area.  11 Q Do you recall looking at any test or  12 exams?  13 A I don't recall that, but it could  14 have happened.  15 Q Do you recall checking to see if the  16 teachers had degrees in the subjects they were  17 teaching?  18 A We did do that as part of the off-  19 site and on-site visit, as I recall.  20 Q Did you review the admission  21 requirements of the school?  22 A Yeah, we did.  23 Q And when you say review the admission  24 requirements, tell me what you did to review  25 that.</p>

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George Jackson Allen

July 18, 2007

65

1 A Well, you know, I can't recall. Some  
2 of this is reviewed by the off-site committee  
3 and they get documents from the institution  
4 about what their admissions policies are, what  
5 type of tests, what -- do they require a high  
6 school diploma, a GED, these kinds of things  
7 for the undergraduate program. And in terms of  
8 graduate programs, we also get similar kinds of  
9 information about who they're going to be  
10 admitted -- who are going to be admitted.

11 Q Are you aware that the admission  
12 requirements at Regions University for  
13 applicants in excess of 20 years of age are  
14 simply a high school diploma or a GED?

15 A I'm not necessarily aware of that,  
16 but if --

17 Q That would pass SAC's minimum  
18 requirements, right?

19 A For an undergraduate program.

20 Q Correct?

21 A Yeah.

22 Q As a matter of fact, any applicant  
23 that's finishing high school can get admitted  
24 to Regions University on the basis of a GED,  
25 correct?

66

1 A I'm not sure about that.

2 Q But that would be within the minimum  
3 requirements of SACS if that was the case,  
4 correct?

5 A Well, I suppose it could be a  
6 judgement on the part of the Commission  
7 depending on what programs we've got at the  
8 institution as to whether that was appropriate.  
9 But that's a general requirement that we have  
10 that people should have the equivalent of a  
11 high school diploma or show like a GED or have  
12 some other experience in their background,  
13 which would lead the institution to believe  
14 that they could be successful in the program.

15 Q The fact that Regions University is  
16 accredited by SACS, do you feel like that  
17 creates national recognition or recognition of  
18 prominence for a school that's accredited?

19 A Well, the only thing I can say is  
20 that apparently it does because the Department  
21 of Education relies on that, to expend funds,  
22 to extend funds to students. And so in that  
23 sense, some states do the same thing in many  
24 cases. So that's one of the purposes  
25 accreditation serves. It's not the original

67

1 purpose we have. The original purpose is to  
2 establish standards. In those days, there  
3 wasn't that kind of money that flowed, but as  
4 time went on, more and more of that became a  
5 standard for receiving federal funds and state  
6 funds.

7 Q And I think you said you're vice  
8 president of Commission on Colleges?

9 A Right. We have seven or eight of us.

10 Q Just in layman's terms, what do you  
11 do? Tell me what you do on a daily basis.

12 A Okay. There are a number of us that  
13 have that same title and what we do is we serve  
14 as a contact person for perhaps 70 or 80  
15 institutions. And when those institutions go  
16 through the accreditation process, we serve as  
17 a liaison with the institution. We are there  
18 for advising them as the process moves on. We  
19 also will develop a committee that will visit  
20 that institution.

21 And so we just -- We oversee the  
22 process on the side and are there as a presence  
23 when the committee comes, but, again, we're not  
24 part of the peer review process. We just  
25 coordinate and facilitate it.

68

1 Q Do you know what peers accompanied  
2 you on that trip?

3 A No. That's what I answered before.

4 Q I know you don't know the individual  
5 names, but do you know what representatives of  
6 what other schools?

7 A I would really have to look at the  
8 roster of the committee members.

9 Q Okay.

10 A We have so many committees it's a  
11 little bit difficult to remember.

12 Q Okay. What is your educational  
13 background?

14 A I have a bachelor's degree in history  
15 from the University of South Florida. Also, a  
16 master's degree in social sciences from the  
17 University of South Florida and a PhD in  
18 history from Georgia State University here in  
19 Atlanta.

20 MR. PATTERSON: I believe I am done.  
21 I may have -- Let me review my notes, and  
22 I think we're done.

23 MR. MCKEE: Do you want to take a bit  
24 of time? Do you want to take a break?

25 MR. PATTERSON: Take a quick break.

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<p style="text-align: center;">69</p> <p>1 <del>THE VIDEOGRAPHER: Off the record.</del></p> <p>2 <del>(Whereupon, a short break was taken)</del></p> <p>3 <del>THE VIDEOGRAPHER: 10:51. Back on</del></p> <p>4 <del>the record.</del></p> <p>5 <del>BY MR. PATTERSON: (Resuming)</del></p> <p>6 <del>Q Let me draw your attention on your</del></p> <p>7 <del>visit in sometime during 2006 related to the</del></p> <p>8 <del>reaffirmation of Regions University.</del></p> <p>9 <del>A This just may have been 2005. I'd</del></p> <p>10 <del>have to check.</del></p> <p>11 <del>Q Well, 2005, 2006. At either one of</del></p> <p>12 <del>those times, the trip was occasioned by the</del></p> <p>13 <del>reaffirmation process for Regions University?</del></p> <p>14 <del>A That's right.</del></p> <p>15 <del>Q And you came to Montgomery. And you</del></p> <p>16 <del>think you spent a couple of days there?</del></p> <p>17 <del>A Yeah. We also looked at, I think a</del></p> <p>18 <del>substantive change there for the graduate</del></p> <p>19 <del>program, the PhD program in marriage and family</del></p> <p>20 <del>therapy.</del></p> <p>21 <del>Q Okay. You've got some papers there</del></p> <p>22 <del>in front of you and a computer in front of you.</del></p> <p>23 <del>Do you have any papers with you that would shed</del></p>	<p style="text-align: center;">71</p> <p>1 <del>Q And when you say actions, this is</del></p> <p>2 <del>when they're trying to change their curriculum</del></p> <p>3 <del>to get approved for different things?</del></p> <p>4 <del>A Well, there are various things here</del></p> <p>5 <del>that have to do with the reaffirmation of</del></p> <p>6 <del>accreditation and the new program.</del></p> <p>7 <del>Q Could you fish out for me what has to</del></p> <p>8 <del>do with the reaccreditation and let me take a</del></p> <p>9 <del>look at that?</del></p> <p>10 <del>MR. MCKEE: You can do that. Since</del></p> <p>11 <del>you brought that here to refer to it, I</del></p> <p>12 <del>think that's covered by the subpoena.</del></p> <p>13 <del>THE DEPONENT: These are the last</del></p> <p>14 <del>actions since 1994.</del></p> <p>15 <del>MR. PATTERSON: Do you want to go off</del></p> <p>16 <del>the record now and have both of us look at</del></p> <p>17 <del>that?</del></p> <p>18 <del>THE VIDEOGRAPHER: Off the record.</del></p> <p>19 <del>THE DEPONENT: Now, these</del></p> <p>20 <del>MR. MCKEE: Wait a second, Jack.</del></p> <p>21 <del>We're off the record.</del></p> <p>22 <del>MR. PATTERSON: Let me identify them</del></p> <p>23 <del>and then we</del></p> <p>24 <del>MR. MCKEE: Yes, of course.</del></p> <p>25 <del>MR. PATTERSON: Go ahead and stay on.</del></p>
<p style="text-align: center;">70</p> <p>1 <del>any light on what you did or who went with you?</del></p> <p>2 <del>A I don't. That's the one you wanted</del></p> <p>3 <del>a subpoena on?</del></p> <p>4 <del>MR. MCKEE: If you're referring to</del></p> <p>5 <del>them now, then I think he has a right to</del></p> <p>6 <del>look at them, but if they aren't something</del></p> <p>7 <del>you're referring to in response to that</del></p> <p>8 <del>question, we're going to need a subpoena</del></p> <p>9 <del>on that.</del></p> <p>10 <del>BY MR. PATTERSON: (Resuming)</del></p> <p>11 <del>Q What papers do you have here with you</del></p> <p>12 <del>today?</del></p> <p>13 <del>A Um, I've got</del></p> <p>14 <del>Q Just generally describe them to me.</del></p> <p>15 <del>A I've got something called C&amp;R</del></p> <p>16 <del>actions, which is a committee on criteria and</del></p> <p>17 <del>reports. That's part of the Commission I</del></p> <p>18 <del>mentioned that there are five committees</del></p> <p>19 <del>usually in December that review these. There</del></p> <p>20 <del>are called committees on criteria and reports.</del></p> <p>21 <del>These are the actions.</del></p> <p>22 <del>Q Do any of these relate to Regions</del></p> <p>23 <del>University?</del></p> <p>24 <del>A Yeah. These are the Regions</del></p> <p>25 <del>University actions here.</del></p>	<p style="text-align: center;">72</p> <p>1 <del>BY MR. PATTERSON: (Resuming)</del></p> <p>2 <del>Q Go ahead. You were going to say</del></p> <p>3 <del>something?</del></p> <p>4 <del>A These are essentially the minutes.</del></p> <p>5 <del>These aren't the official letters that we send</del></p> <p>6 <del>out. They're just minutes. And so we keep</del></p> <p>7 <del>those as a record in our institutional</del></p> <p>8 <del>directory that we head up. And I think if you</del></p> <p>9 <del>note that the date was -- for reaffirmation was</del></p> <p>10 <del>2005 rather than 2006, as I recalled.</del></p> <p>11 <del>Q What other documents do you have here</del></p> <p>12 <del>with you today?</del></p> <p>13 <del>A There's some documents that have to</del></p> <p>14 <del>do with substantive changes.</del></p> <p>15 <del>Q These documents relate to Regions</del></p> <p>16 <del>University?</del></p> <p>17 <del>A They do.</del></p> <p>18 <del>MR. PATTERSON: Well, I think we do</del></p> <p>19 <del>need to take a break and we do need to</del></p> <p>20 <del>look at these documents. Let me try to</del></p> <p>21 <del>finish with my questioning, just to button</del></p> <p>22 <del>up initial questioning, and then we'll</del></p> <p>23 <del>take a break and Tom and I will look</del></p> <p>24 <del>through the documents to see if there's</del></p> <p>25 <del>anything else here.</del></p>

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<p style="text-align: center;">73</p> <p>1 THE DEPONENT: Now, this document is</p> <p>2 not their official file. This is what we</p> <p>3 call the blue file, and some of the</p> <p>4 documents that pertain to Regions are not</p> <p>5 in this. So it may be kind of spotty. I</p> <p>6 mean, not everything is in there. And</p> <p>7 some of those may be in the process of</p> <p>8 being scanned. I'm not sure.</p> <p>9 BY MR. PATTERSON: (Resuming)</p> <p>10 Q Well, regarding your visit, do you</p> <p>11 recall whether or not either you or any of the</p> <p>12 people with you actually attended a classroom</p> <p>13 setting to observe the rigor of the classes?</p> <p>14 MR. MCKEE: Asked and answered.</p> <p>15 THE DEPONENT: Huh?</p> <p>16 MR. MCKEE: Object to the form of the</p> <p>17 question. Asked and answered. Go ahead</p> <p>18 and answer.</p> <p>19 BY MR. PATTERSON: (Resuming)</p> <p>20 Q Go ahead. You can answer.</p> <p>21 A As far as I know, I'm really not sure</p> <p>22 who visited what. The usual procedure is not</p> <p>23 to visit classrooms primarily because it's an</p> <p>24 artificial situation. It's not the normal</p> <p>25 routine for the institution, and the class</p>	<p style="text-align: center;">75</p> <p>1 any classroom activity?</p> <p>2 A I don't recall that.</p> <p>3 Q Either way?</p> <p>4 A Either way.</p> <p>5 Q Okay. Now, do you recall either way</p> <p>6 whether or not anybody in your group that went</p> <p>7 there reviewed the ACT, SAT, or GED scores of</p> <p>8 the enrolled students?</p> <p>9 A I'm not sure whether that was part of</p> <p>10 the compliance review, which certification was</p> <p>11 just an off-site review we had or whether they</p> <p>12 looked at that on campus. I'm not sure.</p> <p>13 Q Okay. Do you recall doing anything</p> <p>14 like that?</p> <p>15 A No.</p> <p>16</p> <p>17 (Whereupon, Defendant's</p> <p>18 Exhibit Nos. 7 and 8 were</p> <p>19 marked for identification)</p> <p>20</p> <p>21 BY MR. PATTERSON: (Resuming)</p> <p>22 Q If I can get you to identify what's</p> <p>23 been marked Exhibit 8. Is this an application</p> <p>24 for membership for your organization? Is that</p> <p>25 the form that needs to be filled out when</p>
<p style="text-align: center;">74</p> <p>1 function may be a little bit different.</p> <p>2 Q Does your organization even attempt</p> <p>3 to monitor the rigor of classes and how tough</p> <p>4 the courses are and that kind of thing?</p> <p>5 A What we do is we rely on the</p> <p>6 institutions to provide us information on,</p> <p>7 first, the goals of the program, the objectives</p> <p>8 of the program, how they appear to be achieving</p> <p>9 those goals, but we don't rely on that solely.</p> <p>10 We rely on faculty, qualifications. If they've</p> <p>11 got appropriately qualified faculty, we assume</p> <p>12 that some -- those courses are going to be a</p> <p>13 function of their abilities and their advanced</p> <p>14 degrees and so forth. But we do -- That's</p> <p>15 ultimately what we're interested in is student</p> <p>16 learning. I mean, that's the focus of all of</p> <p>17 this, whether it's -- whether it involves</p> <p>18 governments, whether it involves a library,</p> <p>19 whether it involves finances. Ultimately we</p> <p>20 are concerned about the results of education</p> <p>21 and that's where our focus I think is primarily</p> <p>22 right now.</p> <p>23 Q But to be clear about your specific</p> <p>24 visit there, am I correct in understanding that</p> <p>25 you don't recall whether or not you observed</p>	<p style="text-align: center;">76</p> <p>1 people apply for accreditation or either</p> <p>2 reaffirmation?</p> <p>3 A Yeah. I think this is also used for</p> <p>4 a change in level, if they go from bachelor's</p> <p>5 to master's, master's to doctorate. I think</p> <p>6 this is the current form</p> <p>7 Q And then I'm going to show you what's</p> <p>8 been marked Exhibit 7. And this, I'll</p> <p>9 represent to you, is a list of accredited</p> <p>10 institutions as of January of 2007. Is that --</p> <p>11 Can you identify that for me?</p> <p>12 A Is this taken from our website? I</p> <p>13 assume this is --</p> <p>14 Q And what I'm trying to establish, to</p> <p>15 your knowledge, is that the schools that you</p> <p>16 have received your accreditation from?</p> <p>17 A That looks to be them.</p> <p>18 MR. PATTERSON: Tom, how do you</p> <p>19 I'm done questioning him. And subject to</p> <p>20 that, do you want to take a quick look at</p> <p>21 these documents and we'll be done?</p> <p>22 MR. HUDSON: Yeah. I'm going to have</p> <p>23 a little cross-examination. Not much, but</p> <p>24</p> <p>25 MR. PATTERSON: Do you want to review</p>

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77	79
1 these documents while you're --	1 copied, to identify to be copied, and also
2 MR. HUDSON: No. Let's do the	2 these documents that I'm holding, the other set
3 documents first and then go back to it.	3 of documents that you came in here today just
4 MR. PATTERSON: Let's take a break.	4 be copied and furnished to us. We will be glad
5 THE VIDEOGRAPHER: Off the record.	5 to reimburse for any copying expense.
6 ---	6 Before I conclude, I do have a
7 (Whereupon, a short break was taken)	7 question on some of the documents I'm holding.
8	8 There is an e-mail, and it's got some names on
9 THE VIDEOGRAPHER: 11:16 Back on	9 the e-mail. One, two, three, four, five
10 the record.	10 people. Can you tell me what this is?
11 BY MR. PATTERSON: (Resuming)	11 A. Oh, yeah. This is not actually an e-
12 Q. Dr. Allen, can you tell me who James	12 mail. It's something I copied today. These
13 T. Rogers is?	13 are the representatives on the Commission from
14 A. Jim Rogers was our former -- At that	14 Alabama because I thought maybe that might be a
15 time, we called him the executive director of	15 question you might ask. And so these are the
16 the Commission. The title was changed to	16 people on the Commission from Alabama. Mark
17 president of the Commission, which is Belle	17 Foley from the University of Mobile is on the
18 Wheelan's position now. He was the formal one	18 executive council, which is the one person from
19 up until about three years ago.	19 each state. So it's not really an e-mail.
20 Q. Did he have any role in the	20 It's just a copy I made today.
21 reaffirmation of the accreditation?	21 Q. Did these individuals, Mark Foley,
22 A. No. Other than being executive	22 Joe Lee, Michele Gerlach, James Krudop, Bruce
23 director of the Commission, which was an	23 Murphy have anything to do with the
24 oversight type of position, executive position.	24 reaffirmation of Regions University?
25 He wasn't in contact with the institution or	25 A. Well, that happened in December of
78	80
1 did he play a role in reaffirmation.	1 2005. You know, and I'd have to go back and
2 Q. In response to the deposition notice	2 check to see which of these folks were actually
3 today, you have produced a stack of papers I'm	3 on the Commission at that point. If they were
4 holding in my hand consisting of a number of	4 on the Commission. Here's what happens. When
5 pages. You've also produced a document that's	5 those votes come before the Commission about
6 contained in a blue folder several documents	6 the reaffirmation of an institution, we
7 contained in a blue folder. What is that blue	7 automatically recuse people from the state. So
8 folder? What do you call it?	8 they would have had no vote on that particular
9 A. We call this a blue file. It's not	9 item that the Commission reviewed.
10 an official file of documents, but it enables	10 Q. You also have in front of you a
11 the staff person to sort of keep track of	11 computer.
12 what's going on. The official file is a file	12 A. Correct.
13 that goes into what we call the back files, or	13 Q. Do you have any information in your
14 the black files, and that contains all the	14 computer that's before you today that will shed
15 official correspondence with the institution	15 any light on who the individuals were that
16 and so forth. We also maintain the committee	16 accompanied you to Montgomery in 2005?
17 reports. We're required to do that for ten	17 A. It's possible. I can check and see.
18 years.	18 That's why I brought it, but --
19 Q. So if we sent you a subpoena asking	19 Q. Can you look and see if you can find
20 for the official files, or the black files, you	20 out and tell me who went with you? And I guess
21 would know what I'm talking about?	21 are there any -- A secondary question is are
22 A. Yeah.	22 there any documents that are stored in that
23 Q. What we would like today is get a	23 computer that relate to that 2005 visit by this
24 copy of your. And we don't have to take it	24 institution to Regions University? And if so,
25 with us today. We ask that this blue file be	25 just tell us about them.

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81	83
1 MR. MCKEE: Why don't you go ahead	1 William Hyndman, H-y-n-d-m-a-n, who is with
2 and answer. Let's answer one question at	2 Crown College in Minnesota. Bruce Moore, Mo-
3 a time.	3 o-r-e from Gardner Webb University. That's G-
4 BY MR. PATTERSON: (Resuming)	4 a-r-d-n-e-r. W-e-b-b University in North
5 Q Search your computer and tell us if	5 Carolina. And Carla Myers, M-y-e-r-s at
6 any of those individuals -- if you can recall	6 Georgia State University in Atlanta. I think
7 any of the individuals that accompanied you	7 that's all of them. Yeah, that's it.
8 MR. MCKEE: Do you mind going off the	8 Q That's a total of ten people. Did
9 record while he does that?	9 you accompany all ten of those people to come
10 MR. PATTERSON: No. Let's go off.	10 to Montgomery, Alabama?
11 THE VIDEOGRAPHER: Off the record.	11 A I did.
12 ---	12 Q Do you remember where you stayed
13 (Whereupon, a short break was taken)	13 there?
14	14 A I'm not sure what hotel we stayed in.
15 THE VIDEOGRAPHER: 11:26. Back on	15 Q But all of you came there?
16 the record.	16 A Yeah. Well, I'd have to check
17 BY MR. PATTERSON: (Resuming)	17 because sometimes these rosters change at the
18 Q Dr. Allen, we asked you during the	18 last minute. I think this is the final one
19 break to please give us -- if you could access	19 that we have. I'd need to check that to see.
20 your computer and tell us the names of the	20 Q Do you think you spent more than two
21 individuals that accompanied you to Montgomery	21 nights there?
22 in 2005 regarding the Regions University	22 A Typically we would come in on one
23 reaffirmation.	23 day, be there the next day, and either leave
24 A Okay. Now, this is my electronic	24 afternoon of the following day or the morning
25 record. I assume this is the final roster. It	25 of the next day. So there would be at least
82	84
1 looks like it is. Carl Hunt.	1 two days there.
2 Q Read them slowly for the court	2 Q Do you have any records of any
3 reporter.	3 expenses? I think you said that the school
4 A Okay. Carlo Hunt. That's C-a-r-l-o	4 that's being looked at picks up the expenses
5 Hunt. He was the chair of the committee. He's	5 for this entourage.
6 from, strangely enough, Regent University.	6 A That's right.
7 Q R-e-g-e-n-t?	7 Q to come in. Do you have any
8 A Right.	8 notations in your records that you could give
9 Q All right. Where is that located?	9 me?
10 A That's in Virginia Beach, Virginia.	10 A I wouldn't have that in mine. Our
11 Q Go ahead.	11 business office keeps track of all that.
12 A Christopher Bean, B-e-a-n from	12 Q But things like meals and out-of-
13 Shenandoah University in Virginia. Pamela	13 pocket incidentals to traveling is something
14 Bell, B-e-l-l, Strayer University online.	14 the institution pays for?
15 Q S-t-r-a-y?	15 A The normal process is that we give
16 A S-t-r-a-y-e-r University online.	16 each committee member an expense voucher. They
17 This is in Virginia. Linda Bridges, B-r-i-d-g-	17 put their flight expenses on there with
18 e-s, Wake Forest University in North Carolina.	18 receipts. If they incur any meal costs, they
19 Sara Connor, C-o-n-n-o-r. She's with the Board	19 put those on there. Normally the institution
20 of Regents in Georgia. There's another Connor	20 will pick up the hotel bill, essentially bill
21 on the committee, too. Don't confuse those.	21 it. I If I go with the committee out to
22 Susan Connor, who is at Florida Southern	22 eat, I'll pick up those bills and put those on
23 College in Florida. Let's see. Linda	23 my expense voucher. And then at that time, I
24 Peterson, P-e-t-e-r-s-o-n, from Barry	24 believe, the chair of the committee gets a
25 University, B-a-r-r-y, University in Florida.	25 hundred dollars as a miscellaneous expense

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<p style="text-align: center;">85</p> <p><del>1 allowance, and the committee members got fifty</del>  <del>2 dollars. I believe that was in place at the</del>  <del>3 time.</del>  <del>4 Q The financial records relating to</del>  <del>5 that visit would be -- would they be in that</del>  <del>6 black file that we talked about earlier?</del>  <del>7 A No, it wouldn't be. They would be</del>  <del>8 with our business office.</del>  <del>9</del>  <del>10 (Whereupon, Defendant's</del>  <del>11 Exhibit Nos. 9 and 10 were</del>  <del>12 marked for identification.)</del>  <del>13</del>  <del>14 BY MR. PATTERSON: (Resuming)</del>  <del>15 Q You have also produced here today a</del>  <del>16 document -- several documents that include --</del>  <del>17 enclose what we have referred to all day as a</del>  <del>18 blue file, and the blue file is there in front</del>  <del>19 of you. I've marked that as Exhibit No. 10 and</del>  <del>20 ask that it be -- the original be copied and</del>  <del>21 the copy attached to the deposition.</del>  <del>22 Also, No. 9 is a -- Exhibit No. 9 is</del>  <del>23 a group of documents that you produced that</del>  <del>24 appear to be in no particular order, but</del>  <del>25 they're just loose papers that were produced</del></p>	<p style="text-align: center;">87</p> <p><del>1 institution necessary to continue to be</del>  <del>2 accredited?</del>  <del>3 A That's correct.</del>  <del>4 Q And was that taken in -- Was the</del>  <del>5 integrity of Regions University taken into</del>  <del>6 account during this reaffirmation of</del>  <del>7 accreditation process that occurred in 2005?</del>  <del>8 A It was.</del>  <del>9 Q And is it taken into account on an</del>  <del>10 ongoing basis even up through today?</del>  <del>11 A That's correct.</del>  <del>12 Q And are there -- are there any</del>  <del>13 accredited institutions that have over the</del>  <del>14 years lost their accreditation because of</del>  <del>15 integrity issues?</del>  <del>16 A The one I can think of is Edward</del>  <del>17 Waters College in Florida. There was an</del>  <del>18 integrity issue. I don't think they eventually</del>  <del>19 lost their accreditation, but I think that the</del>  <del>20 Commission had to make -- voted to drop them</del>  <del>21 from membership.</del>  <del>22 Q Have other been, for one reason or</del>  <del>23 the other, dropped from membership by the</del>  <del>24 Commission?</del>  <del>25 A On integrity issues?</del></p>
<p style="text-align: center;">86</p> <p><del>1 here pursuant to your Notice of Deposition and</del>  <del>2 subpoena. Some of which we've talked about,</del>  <del>3 and some we have not. So if you would do that</del>  <del>4 and accommodate us with these copies.</del>  <del>5 MR. HUDSON: Now, the copies you</del>  <del>6 wanted, are they the ones marked in green?</del>  <del>7 MR. PATTERSON: No. Do not attach</del>  <del>8 any significance to what's marked in</del>  <del>9 green. That was marked before we figured</del>  <del>10 the best thing to do was have them all.</del>  <del>11 And I don't have anymore questions.</del>  <del>12 Tom: If you have some.</del>  <del>13 MR. HUDSON: Just a few.</del>  <del>14</del>  <del>15 CROSS EXAMINATION</del>  <del>16 BY MR. HUDSON:</del>  <del>17 Q Dr. Allen, in the course of Mr.</del>  <del>18 Patterson's interrogation, he asked about</del>  <del>19 whether integrity was the pillar or the</del>  <del>20 cornerstone of the accreditation process. Do</del>  <del>21 you recall that testimony?</del>  <del>22 A Yes, I do.</del>  <del>23 Q And, in fact, is it a cornerstone?</del>  <del>24 A It is.</del>  <del>25 Q And is the continued integrity of an</del></p>	<p style="text-align: center;">88</p> <p><del>1 Q On any issue.</del>  <del>2 A Oh, yeah.</del>  <del>3 Q Can you give us examples of those who</del>  <del>4 have been dropped?</del>  <del>5 A Morris Brown College in Atlanta,</del>  <del>6 Knoxville College in Tennessee, Mary Holmes</del>  <del>7 College in Mississippi, St. Andrews</del>  <del>8 Presbyterian College, which was just dropped at</del>  <del>9 our recent annual meeting. Those are the ones</del>  <del>10 that come to mind, recent ones. There was</del>  <del>11 another one in Mississippi. The one in Georgia</del>  <del>12 was Hiawasee College.</del>  <del>13 Q Have there been colleges or</del>  <del>14 institutions placed -- Strike that.</del>  <del>15 Have there been institutions placed</del>  <del>16 on suspension?</del>  <del>17 A Yeah. Numerous institutions have had</del>  <del>18 -- We don't call it suspension. We would say</del>  <del>19 either they've been placed on warning or</del>  <del>20 probation. They still retain their</del>  <del>21 accreditation, but those are both sanctions.</del>  <del>22 Q Can you give me an example of some of</del>  <del>23 them?</del>  <del>24 A University of Texas, Georgia Tech.</del>  <del>25 Let's see. There are a number of other</del></p>

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<p style="text-align: center;">89</p> <p>1 institutions. I'd have to consult a list, but</p> <p>2 a number of them have been placed on warning or</p> <p>3 probation.</p> <p>4 <del>Q I'm just asking you the ones that</del></p> <p>5 <del>come to mind.</del></p> <p>6 <del>A Yeah.</del></p> <p>7 <del>Q Now --</del></p> <p>8 <del>A Those are the ones that I happen to</del></p> <p>9 <del>be assigned to.</del></p> <p>10 <del>Q That you personally were assigned to</del></p> <p>11 <del>them?</del></p> <p>12 <del>A Yeah.</del></p> <p>13 <del>Q Now, as I understand this process,</del></p> <p>14 <del>SACS and the Commission on Colleges deals with</del></p> <p>15 <del>the accreditation of institutions that apply;</del></p> <p>16 <del>is that correct?</del></p> <p>17 <del>A Uh-huh (affirmative).</del></p> <p>18 <del>Q And does the Commission on Colleges</del></p> <p>19 <del>and both SACS seek to enforce whether or not a</del></p> <p>20 <del>corporate training program, such as McDonald's</del></p> <p>21 <del>University, improperly uses the name university</del></p> <p>22 <del>in its name?</del></p> <p>23 <del>A Now, I don't know of any instance</del></p> <p>24 <del>where the Commission on Colleges has entered</del></p> <p>25 <del>into that type of action to force somebody</del></p>	<p style="text-align: center;">91</p> <p>1 <del>goes back and forth is not really things that</del></p> <p>2 <del>we'd want to keep forever.</del></p> <p>3 <del>Q Yes.</del></p> <p>4 <del>A I mean, if we're just talking about</del></p> <p>5 <del>arrangement for a committee visit, we wouldn't</del></p> <p>6 <del>put that in that file.</del></p> <p>7 <del>Q So would it be fair to characterize</del></p> <p>8 <del>the black file in part as evidence of the due</del></p> <p>9 <del>diligence that was performed by SACS and to</del></p> <p>10 <del>ensure that Regions University was properly</del></p> <p>11 <del>reaffirmed for its accreditation?</del></p> <p>12 <del>MR. MCKEE: Object to form. You can</del></p> <p>13 <del>answer.</del></p> <p>14 <del>MR. HUDSON: No, he can't either.</del></p> <p>15 <del>I've already asked him.</del></p> <p>16 <del>BY MR. HUDSON: (Resuming)</del></p> <p>17 <del>Q Can you point to examples of due</del></p> <p>18 <del>diligence that was utilized by SACS or the</del></p> <p>19 <del>College of -- Commission on Colleges in order</del></p> <p>20 <del>to determine whether the reaffirmation for</del></p> <p>21 <del>accreditation in 2005 of Regions University was</del></p> <p>22 <del>appropriate?</del></p> <p>23 <del>A Well, I think we have a record of the</del></p> <p>24 <del>correspondence that goes back and forth between</del></p> <p>25 <del>the Commission and the Institution. We have a</del></p>
<p style="text-align: center;">90</p> <p>1 outside of -- We have probably no legal way to</p> <p>2 do that. I don't know.</p> <p>3 <del>Q No jurisdiction that you're aware of?</del></p> <p>4 <del>A No jurisdiction. Our jurisdiction is</del></p> <p>5 <del>over our own institutions and not over other</del></p> <p>6 <del>institutions.</del></p> <p>7 <del>Q And matters that involve enforcement</del></p> <p>8 <del>of the laws of the various states are those</del></p> <p>9 <del>things that SACS and the Commission on Colleges</del></p> <p>10 <del>leaves to the state to enforce?</del></p> <p>11 <del>A Yeah. That's our usual procedure is</del></p> <p>12 <del>to leave those.</del></p> <p>13 <del>Q We have looked at briefly what has</del></p> <p>14 <del>been marked as 9 and 10. We've heard a</del></p> <p>15 <del>description of the blue file and the black</del></p> <p>16 <del>file. My understanding is that the blue file</del></p> <p>17 <del>is an incomplete rendition of the black file</del></p> <p>18 <del>and the black file itself relates in whole or</del></p> <p>19 <del>substantial part to the reaffirmation for</del></p> <p>20 <del>accreditation for Regions University in 2005.</del></p> <p>21 <del>Am I correct in that understanding?</del></p> <p>22 <del>A The black file would contain all the</del></p> <p>23 <del>official actions on that and the letters of</del></p> <p>24 <del>correspondence that go back and forth between</del></p> <p>25 <del>the institutions. Some correspondence that</del></p>	<p style="text-align: center;">92</p> <p>1 record of what they've submitted to us in terms</p> <p>2 of responses to any areas that we wanted</p> <p>3 followed up on. I think you would find that in</p> <p>4 the record, if you looked at it. And certainly</p> <p>5 we've had a committee there, we followed up on</p> <p>6 those reports from the committee, and I think</p> <p>7 the last report we asked from them was due</p> <p>8 before our meeting in December 2006. And at</p> <p>9 that time, they had satisfied all of the</p> <p>10 concerns that the Commission had in terms of</p> <p>11 follow up.</p> <p>12 <del>Q Jack, would you hand me Exhibit 10</del></p> <p>13 <del>please for a moment?</del></p> <p>14 <del>By way of example, would you</del></p> <p>15 <del>MR. HUDSON: Well, you took the green</del></p> <p>16 <del>tags off. I didn't ask you not to.</del></p> <p>17 <del>BY MR. HUDSON: (Resuming)</del></p> <p>18 <del>Q But by way of example, when the</del></p> <p>19 <del>committee visits, would it identify concerns</del></p> <p>20 <del>and questions that it might have?</del></p> <p>21 <del>A That's correct.</del></p> <p>22 <del>Q All right. And is that one of the</del></p> <p>23 <del>purposes of the visit?</del></p> <p>24 <del>A It is.</del></p> <p>25 <del>Q And are those then addressed to the</del></p>

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<p style="text-align: center;">93</p> <p>1 institution?</p> <p>2 A What typically happens is that we</p> <p>3 have an off-site review. If there are some</p> <p>4 areas that need clarification, those are</p> <p>5 pointed out by the off-site team. And so those</p> <p>6 are the areas that our on-site team</p> <p>7 concentrates on. And so each member of that</p> <p>8 committee may have his or her own questions</p> <p>9 that they would like the institution to respond</p> <p>10 to, and the institution has a chance to respond</p> <p>11 to the off-site report anyway. So but if there</p> <p>12 are additional things that they might want,</p> <p>13 they have the opportunity to call up the</p> <p>14 institution, ask for documentation, have things</p> <p>15 explained to them, and to set up interviews</p> <p>16 with appropriate people when they come on</p> <p>17 campus.</p> <p>18 Q And by way of example, I'm looking at</p> <p>19 a letter dated April 6th, 2005 from James T</p> <p>20 Rogers. That would be Dr. Tumer. I'll show</p> <p>21 it to you. But what it refers to is in</p> <p>22 particular is a professor who is teaching a</p> <p>23 marketing course and asking about her</p> <p>24 qualifications to do that and then there's a</p> <p>25 February 24, 2005 letter that seems to discuss</p>	<p style="text-align: center;">95</p> <p>1 Q And would that also be the sort of,</p> <p>2 thing or the kind of thing, the kind of</p> <p>3 questions that may be raised during a</p> <p>4 reaffirmation process?</p> <p>5 A Exactly, yes.</p> <p>6 Q And you raise questions and seek</p> <p>7 answers that are satisfactory?</p> <p>8 A That's right.</p> <p>9 Q And if the answers are satisfactory,</p> <p>10 is then the accreditation reaffirmed?</p> <p>11 A Typically what happens is when we</p> <p>12 have an accreditation visit or reaffirmation</p> <p>13 visit, the ten-year visit like we had at</p> <p>14 Regions, they have five months to respond to</p> <p>15 that particular report. Assuming if there are</p> <p>16 recommendations in the report. Now,</p> <p>17 recommendation in our scheme of things is an</p> <p>18 area that an institution has to follow up on.</p> <p>19 That might be a problem then. And so they have</p> <p>20 five months to respond to it. They respond,</p> <p>21 that goes to the Commission, and then there</p> <p>22 might be further follow-up on that particular</p> <p>23 area.</p> <p>24 Q You mentioned in your testimony that</p> <p>25 one of the things that SACS looks at is with</p>
<p style="text-align: center;">94</p> <p>1 the same thing, and there are other within</p> <p>2 this. This is a thick file, and I haven't</p> <p>3 isolated it. Just look at them quickly. I</p> <p>4 guess my question is for your general.</p> <p>5 A This is a substantive change</p> <p>6 application for a new program, bachelor of</p> <p>7 science and business administration. And</p> <p>8 typically what happens is that we have a number</p> <p>9 of people in our office that review those, and</p> <p>10 if they have questions about any aspect of the</p> <p>11 prospectus, whether it's somebody's</p> <p>12 qualifications to teach, whether it's library,</p> <p>13 finances, or whatever, they just ask for some</p> <p>14 follow-up on this. And I think this is what</p> <p>15 this is because it's one of these... one of</p> <p>16 these asks for further response to some</p> <p>17 questions that they had. That's February 24th.</p> <p>18 And then there's an April 6th letter, I think,</p> <p>19 asking for some further information.</p> <p>20 Q All right.</p> <p>21 A So that's a typical type of thing</p> <p>22 that we go through when we get these</p> <p>23 applications or prospectuses for substantive</p> <p>24 change or adding significantly different</p> <p>25 programs.</p>	<p style="text-align: center;">96</p> <p>1 regard to the students' outcome assessment.</p> <p>2 Now, would you tell us what outcome assessment</p> <p>3 is?</p> <p>4 A What we ask in our standards -- And</p> <p>5 this is probably common to all the accrediting</p> <p>6 associations now -- is that in addition to</p> <p>7 having those elements that we all agree are</p> <p>8 part of a collegiate experience and are</p> <p>9 necessary, faculty, library, money, and these</p> <p>10 kinds of things, that the institution also look</p> <p>11 at systematically how they achieve student</p> <p>12 success, student learning. How do they measure</p> <p>13 this in some way? How do they -- And that</p> <p>14 involves goal setting, for not only in classes,</p> <p>15 but also for programs. And that we ask them to</p> <p>16 show us how they do this.</p> <p>17 And then, of course, we have to make</p> <p>18 a basic judgement, and all of our committees</p> <p>19 have to do this. Is it collegiate level? We</p> <p>20 don't have any quantifying things to say about</p> <p>21 this or test that they ought to pass, but there</p> <p>22 needs to be a basic judgement that this is</p> <p>23 collegiate level. And it's the institution's</p> <p>24 responsibility to demonstrate this. Not only</p> <p>25 through their curriculum, but what the students</p>

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<p style="text-align: center;">97</p> <p>1 have done in it, and we ask them to show us</p> <p>2 that. Not only that, but we also ask if they</p> <p>3 have this same process for their administrative</p> <p>4 areas. We ask that the student affairs area</p> <p>5 have goals and objectives and they measure</p> <p>6 whether they've achieved these outcomes.</p> <p>7 We also have requirements in there</p> <p>8 that faculty be evaluated. We have</p> <p>9 requirements that administrators be evaluated,</p> <p>10 including the president. So there's a lot of</p> <p>11 evaluative kinds of things going on. Not that</p> <p>12 we're going to prescribe any particular test or</p> <p>13 any score on a particular test, but the</p> <p>14 institution is asked to demonstrate those</p> <p>15 things.</p> <p>16 Q And asked to demonstrate those things</p> <p>17 to its peers?</p> <p>18 A To its peers.</p> <p>19 Q And its peers are these people, 77</p> <p>20 people who appear on Exhibit 3, 70 percent of</p> <p>21 which are college presidents?</p> <p>22 A Right. And the type of people would</p> <p>23 also appear on that roster of members it</p> <p>24 visited there.</p> <p>25 MR. HUDSON: I have no further</p>	<p style="text-align: center;">99</p> <p>1 EXHIBITS</p> <p>2 Defendant's 1 - page 10</p> <p>3 Defendant's 2 - page 12</p> <p>4 Defendant's 3 - page 16</p> <p>5 Defendant's 4 - page 29</p> <p>6 Defendant's 5 - page 30</p> <p>7 Defendant's 6 - page 51</p> <p>8 Defendant's 7 - page 76</p> <p>9 Defendant's 8 - page 76</p> <p>10 Defendant's 9 - page 86</p> <p>11 Defendant's 10 - page 86</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: center;">98</p> <p>1 <del>questions. Thank you, sir.</del></p> <p>2 <del>MR. PATTERSON: No further questions</del></p> <p>3 <del>here. Thank you, sir.</del></p> <p>4 <del>THE VIDEOGRAPHER: Off the record.</del></p> <p>5 <del>---</del></p> <p>6 (Whereupon, the deposition was</p> <p>7 concluded at 11:46 a.m.)</p> <p>8 <del>---</del></p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: center;">100</p> <p>1 CERTIFICATE</p> <p>2</p> <p>3 STATE OF GEORGIA )</p> <p>4 COUNTY OF FAYETTE )</p> <p>5</p> <p>6 I hereby certify that the foregoing</p> <p>7 deposition was taken down, as stated in the caption,</p> <p>8 and the questions and the answers thereto were</p> <p>9 reduced to typewriting by me; that the foregoing</p> <p>10 _____ pages represent a true, correct, and complete</p> <p>11 transcript of the evidence given by the deponent,</p> <p>12 who was first duly sworn by me; that I am not a</p> <p>13 relative, employee, attorney, or counsel of any of</p> <p>14 the parties; am not a relative or employee of</p> <p>15 attorney or counsel for any of said parties; that I</p> <p>16 have no contract with either party nor am I</p> <p>17 financially interested in the action.</p> <p>18</p> <p>19 This, the 30th day of July 2007.</p> <p>20</p> <p>21</p> <p>22</p> <p>23 _____</p> <p>24 Debra C. Verrill</p> <p>25 Certified Court Reporter</p> <p>Certificate B-2304</p>

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1 IN THE UNITED STATES DISTRICT COURT

2 FOR THE

3 MIDDLE DISTRICT OF ALABAMA

4 NORTHERN DIVISION

5  
6  
7 REGIONS ASSET COMPANY, \*

\*

8 Plaintiff, \*

\*

9 Vs.

\* CIVIL ACTION NUMBER

\*

10 REGIONS UNIVERSITY, INC., \*

2:06cv882-MHT

\*

11 Defendant. \*

\*

12  
13  
14  
15  
16 \* \* \* \* \*

17  
18 Deposition of JANET ARMITAGE, taken before  
19 David Michael Camp, CSR, in the law offices of  
20 Balch & Bingham, LLP, 1901 6th Avenue North,  
21 Birmingham, Alabama, on August 14, 2007,  
22 commencing at approximately 12:31 o'clock p.m.  
23



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HUDSON & WATTS, L.L.P.  
Attorneys at Law  
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Post Office Box 989  
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(251) 432-7200  
BY: VICTOR T. HUDSON

Also present: REX A. TURNER, JR.

\* \* \* \* \*

I N D E X

Witness

JANET ARMITAGE

EXAMINATION

MR. HUDSON ..... 6

MARKED QUESTION ..... Page 30, Line 23

\* \* \* \* \*

EXHIBITS

DEFENDANT'S EXHIBIT ONE THIRTY-EIGHT ..... 39

\* \* \* \* \*

## 1 STIPULATION

2 It is stipulated by and between the parties  
3 hereto and their respective attorneys at law that  
4 the deposition on oral examination of the Witness,  
5 JANET ARMITAGE, may be taken before David Michael  
6 Camp, Commissioner and Notary Public, State of  
7 Alabama at Large, and that the said deposition  
8 shall be taken in accordance with and, when so  
9 taken, may be used in accordance with the  
10 provisions of the Federal Rules of Civil  
11 Procedure.

12 It is further stipulated and agreed that all  
13 notices provided for by said Federal Rules of  
14 Civil Procedure are waived, as is the reading over  
15 of said deposition to or by the witness, the  
16 signing thereof by the witness, the signing and  
17 certification of said David Michael Camp, the  
18 filing of said deposition with the Clerk of the  
19 Court and all other requirements and  
20 technicalities of every sort which would be a  
21 prerequisite to the use of said deposition.

22 It is the intent of the parties hereto that  
23 this deposition may be used in evidence as though

1 all requirements of said Federal Rules of Civil  
2 Procedure had been complied with.

3 It is further stipulated and agreed that all  
4 parties hereto reserve the right to have  
5 corrections made to this deposition as provided  
6 for by said Federal Rules of Civil Procedure.

7 It is further stipulated and agreed that all  
8 objections, save as to the form of the questions  
9 asked and the responsiveness of the answers  
10 thereto are reserved until the time of trial in  
11 accordance with the provisions of said Federal  
12 Rules of Civil Procedure.

13  
14 \* \* \* \* \*



1 JANET ARMITAGE, having been first duly sworn  
2 to speak the truth, the whole truth, and nothing  
3 but the truth, testified as follows:

4 EXAMINATION

5 ~~BY MR. HUDSON:~~

6 Q Would you please state your name for the  
7 record?

8 A Janet Armitage.

9 Q Where are you employed, Ms. Armitage?

10 A I'm employed by Regions Asset Company.

11 Q Is it Mrs. or Ms.?

12 A It's Ms.

13 Q In what capacity are you employed?

14 A I'm the president of Regions Asset  
15 Company.

16 Q How long have you held that position?

17 A One year.

18 ~~Q For whom did you work prior to becoming~~  
19 ~~the president of Regions Asset Company.~~

20 ~~A For four years, I was a stay-at-home~~  
21 ~~mom. Before that, I worked for Deutsche Bank~~  
22 ~~Securities. And before that, I worked for the~~  
23 ~~Chase Manhattan Bank.~~

1 ~~Q In your earlier experience, did you have~~  
2 ~~any experience that was the same or similar to~~  
3 ~~your present job?~~

4 ~~A In my Deutsche Bank job, I had an~~  
5 ~~oversight role that oversaw the equities trading~~  
6 ~~businesses in North America.~~

7 ~~Q I'm trying to make this short for you if~~  
8 ~~I can.~~

9 ~~A Uh huh.~~

10 Q Tell me what your job responsibilities  
11 as president of Regions Asset Company are.

12 A We do maintenance and registration of  
13 all the trademarks. I work with outside counsel  
14 and our internal IP counsel on protest letters.  
15 We also do evaluation of the trademarks held by  
16 Regions Asset Company.

17 And we license the intellectual property for  
18 use by Regions Bank and Regions Financial  
19 Corporation, and we have some third party  
20 licenses.

21 ~~Q Have you reviewed those licenses in~~  
22 ~~preparation for your deposition today?~~

23 ~~A The licenses with Regions Bank and~~

1 ~~Regions Financial Corporation?~~

2 ~~Q Yes, as well as the third party~~

3 ~~licenses.~~

4 ~~A Not in preparation for this deposition.~~

5 ~~Q Did you assist in collecting them so~~

6 ~~that they could be produced in this litigation?~~

7 ~~A Yes.~~

8 ~~Q And have they all been produced?~~

9 ~~A The ones I was asked to produce are the~~

10 ~~Regions Bank and Regions Financial Corporation~~

11 ~~licenses.~~

12 ~~Q Okay.~~

13 ~~A And I believe they've been produced.~~

14 Q What other third party licenses are

15 there?

16 A We have some sponsorships with sports

17 arenas and we have some licenses with some

18 suppliers, I think, property developers.

19 Q Licenses with suppliers and property --

20 A Well, maybe not suppliers. With some --

21 some of our clients who are property developers.

22 Q Have those been produced?

23 A I did not produce them.

1 Q Okay. Other than sponsorships and  
2 licenses with clients who are property developers,  
3 are there other licenses?

4 A Not that I'm aware of.

5 Q Okay. Now, can you describe in more  
6 general terms to me a license with a client that  
7 is a property developer?

8 A We allow -- or we have the use of our  
9 logo on their website, which is to our benefit as  
10 giving business to some of our mortgage lenders,  
11 and I guess to their benefit for having -- for  
12 showing a list of banks maybe that people could  
13 get mortgages from.

14 ~~Q And who are those customers?~~

15 ~~A I don't recall.~~

16 ~~Q Do you recall any of them?~~

17 ~~A Well, I don't have the names on top of~~  
18 ~~my head.~~

19 ~~Q Maybe I mischaracterized it. The~~  
20 ~~licenses with clients. Who are the clients that~~  
21 ~~you have licenses with?~~

22 ~~A These are some property developers but I~~  
23 ~~can't recall the names.~~



1 Q Okay. Now, sponsorships. What sort of  
2 sponsorships are there?

3 A One was sponsorship with the Birmingham  
4 Barons, naming the ballpark Regions Park.

5 Q Okay.

6 A And we have another one with the -- I  
7 believe -- is it the Devil Rays?

8 Q Double A baseball team?

9 A Is it the Tampa Bay Devil Rays?

10 Q I don't know.

11 A I think it's the Tampa Bay Devil Rays.  
12 I'm not sure if they're a double A baseball team.

13 ~~Q Okay. With regard to the sponsorships~~  
14 ~~with clients involved in property development,~~  
15 ~~those sponsorships all have used the logo?~~

16 ~~A Yes.~~

17 ~~Q Okay. Now, prior to having your job,~~  
18 ~~your present job, did you have anything in your~~  
19 ~~prior experience that was the same or similar to~~  
20 ~~your job responsibilities today?~~

21 ~~MR. PECAU:~~

22 ~~Objection, asked and answered. You~~  
23 ~~can answer.~~

1 ~~THE WITNESS.~~

2 ~~Oh. I would say that my role of~~

3 ~~oversight in coordinating a lot of~~

4 ~~different functions was the same~~

5 ~~general type of responsibility that~~

6 ~~I have today.~~

7 ~~BY MR. HUDSON:~~

8 ~~Q Oversight and coordination of different~~

9 ~~functions. Where did you have that job~~

10 ~~responsibility?~~

11 ~~A Deutsche Bank Securities.~~

12 ~~Q Where?~~

13 ~~A Deutsche Bank Securities.~~

14 ~~Q And what did you oversee and coordinate~~

15 ~~there?~~

16 ~~A I oversaw all the North American equity~~

17 ~~businesses and I coordinated input from our legal~~

18 ~~department, our controller's department, the~~

19 ~~traders in compliance.~~

20 ~~Q Okay. I'm just trying to cut this short~~

21 ~~so I don't have to go through everything that you~~

22 ~~did with every job. But let me see if I~~

23 ~~understand correctly. From each job, we~~

1 ~~frequently take skills forward to the next job.~~

2 ~~A Uh huh.~~

3 ~~Q In this respect, the skills that you~~

4 ~~took forward, I gather, were oversight and~~

5 ~~coordination skills that you were able to bring to~~

6 ~~your present job.~~

7 ~~A Yes.~~

8 ~~Q Was there any other skill set that was~~

9 ~~in an earlier job that you were able to bring to~~

10 ~~your present job?~~

11 ~~A In both the Deutsche Bank job and the~~

12 ~~Chase job, I did a lot of quantitative analysis~~

13 ~~which is helpful in the evaluation studies that we~~

14 ~~have had for the intellectual property.~~

15 ~~Q Okay. Now, was it your job~~

16 ~~responsibility to evaluate your company's~~

17 ~~intellectual property?~~

18 ~~A At Chase or Deutsche Bank?~~

19 ~~Q I'm sorry. In your present job.~~

20 ~~A In my present job?~~

21 ~~Q Yes.~~

22 ~~A In my present job, it's my~~

23 ~~responsibility to assist with writing a request~~

1 ~~for proposal to have a third party evaluation firm~~

2 ~~do the evaluation.~~

3 ~~Q And have you done that?~~

4 ~~A I'm in the process of doing that.~~

5 ~~Q Has the intellectual property yet been~~

6 ~~evaluated?~~

7 ~~A It's been evaluated in previous studies~~

8 ~~before I joined. And this will I think about~~

9 ~~every you know, every period of years, a new~~

10 ~~evaluation study needs to be done.~~

11 ~~Q Am I correct that during your tenure, an~~

12 ~~evaluation study has not been completed?~~

13 ~~A Correct.~~

14 ~~Q And do you have any knowledge of the~~

15 ~~past evaluation studies other than to know that~~

16 ~~they exist?~~

17 ~~A Yes. I've read them.~~

18 ~~Q Excuse me?~~

19 ~~A Yes. I've read them. I have copies of~~

20 ~~them.~~

21 ~~Q Okay. But except for what appears in~~

22 ~~them that you could gather from reading them, do~~

23 ~~you have any knowledge of them?~~



1 ~~\_\_\_\_\_ A \_\_\_\_\_ No.~~

2 ~~\_\_\_\_\_ Q \_\_\_\_\_ Had you had any previous experience in~~  
3 ~~evaluating intellectual property?~~

4 ~~\_\_\_\_\_ A \_\_\_\_\_ In evaluating intellectual property, no.~~

5 ~~\_\_\_\_\_ Q \_\_\_\_\_ Who owns the Regions trademarks and~~  
6 ~~logos?~~

7 ~~\_\_\_\_\_ A \_\_\_\_\_ Regions Asset Company.~~

8 ~~\_\_\_\_\_ Q \_\_\_\_\_ All right. How many employees does~~  
9 ~~Regions Asset Company have?~~

10 ~~\_\_\_\_\_ A \_\_\_\_\_ I'm the full time employee. And we have~~  
11 ~~some part time employees.~~

12 ~~\_\_\_\_\_ Q \_\_\_\_\_ One?~~

13 ~~\_\_\_\_\_ A \_\_\_\_\_ Well \_\_\_\_\_~~

14 ~~\_\_\_\_\_ Q \_\_\_\_\_ I'm hard of hearing. If you'll forgive~~  
15 ~~me.~~

16 ~~\_\_\_\_\_ A \_\_\_\_\_ Okay. I'm the full time employee. And~~  
17 ~~then we have, I believe, two part time employees.~~

18 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. You believe two?~~

19 ~~\_\_\_\_\_ A \_\_\_\_\_ Well, I know two. Two.~~

20 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. And where are you located?~~

21 ~~\_\_\_\_\_ A \_\_\_\_\_ In Wilmington, Delaware.~~

22 ~~\_\_\_\_\_ Q \_\_\_\_\_ And where are your part time employees?~~

23 ~~\_\_\_\_\_ A \_\_\_\_\_ In Wilmington, Delaware.~~

1 ~~Q Do you have office space?~~

2 ~~A Yes.~~

3 ~~Q Is your office space in a Regions Bank~~  
4 ~~building?~~

5 ~~A No.~~

6 Q Does Regions Bank have a market presence  
7 in Delaware?

8 A No.

9 Q Is Regions Bank a Delaware corporation?

10 A I believe so.

11 Q Is Regions Asset Company a Delaware  
12 corporation?

13 A Yes.

14 ~~Q Do you know why you're located in~~  
15 ~~Delaware as opposed to some place within the~~  
16 ~~market area of Regions Bank?~~

17 ~~A I believe the intent was to centralize~~  
18 ~~the management and the maintenance of intellectual~~  
19 ~~property, and it could be located anywhere. And I~~  
20 ~~understand there is a tax advantage to doing it in~~  
21 ~~Delaware.~~

22 ~~Q Is your home Delaware?~~

23 ~~A Yes.~~

1 ~~Q So that was an advantage, as well, to~~

2 ~~you.~~

3 ~~A Oh, to me. Definitely.~~

4 ~~Q Okay. Now, was part of your~~

5 ~~responsibility the protection of the Regions mark~~

6 ~~and name?~~

7 ~~A Yes.~~

8 ~~Q And who had the responsibility prior to~~

9 ~~you?~~

10 ~~A Pam Jasinski.~~

11 ~~Q Name?~~

12 ~~A Pam Jasinski.~~

13 ~~Q Pam Jasinski?~~

14 ~~A It's J-A-S-I-N-S-K-I.~~

15 ~~Q And how long did she have that~~

16 ~~responsibility?~~

17 ~~A I don't know.~~

18 ~~Q Do you have any feel for how long she~~

19 ~~worked there before you?~~

20 ~~MR. PECAU:~~

21 ~~Objection.~~

22 ~~THE WITNESS:~~

23 ~~No, I don't.~~

1 ~~BY MR. HUDSON:~~

2 ~~Q Was she still there when you got there?~~

3 ~~A No well, she was -- she was still~~

4 ~~there. She does a different function.~~

5 ~~Q What is the function she does now?~~

6 ~~A She does the maintenance maintenance~~

7 ~~of the bank accounts.~~

8 ~~Q Is she one of the two part time~~

9 ~~employees?~~

10 ~~A Yes.~~

11 ~~Q Was she demoted?~~

12 ~~A Well, her function has been reduced.~~

13 ~~Q And does she now report to you?~~

14 ~~A Yes.~~

15 ~~Q Was she previously the president of~~

16 ~~Regions Asset Company?~~

17 ~~A I don't believe so but I don't know.~~

18 ~~Q Do you know who was the president of~~

19 ~~Regions Asset Company at any time prior to you?~~

20 ~~A I don't.~~

21 ~~Q Who hired you for your job?~~

22 ~~A Jim Ahern.~~

23 ~~Q And where does he work?~~



1 ~~\_\_\_\_\_ A \_\_\_\_\_ He left Regions Bank in February.~~

2 ~~\_\_\_\_\_ Q \_\_\_\_\_ Prior to that, where did he work?~~

3 ~~\_\_\_\_\_ A \_\_\_\_\_ He worked in the tax group at Regions~~  
4 ~~\_\_\_\_\_ Bank in the accounting area.~~

5 ~~\_\_\_\_\_ Q \_\_\_\_\_ And in what office?~~

6 ~~\_\_\_\_\_ A \_\_\_\_\_ Do you mean the location?~~

7 ~~\_\_\_\_\_ Q \_\_\_\_\_ Yeah.~~

8 ~~\_\_\_\_\_ A \_\_\_\_\_ Here in Birmingham.~~

9 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. And what was his title?~~

10 ~~\_\_\_\_\_ A \_\_\_\_\_ I don't know.~~

11 ~~\_\_\_\_\_ Q \_\_\_\_\_ To whom do you report now?~~

12 ~~\_\_\_\_\_ A \_\_\_\_\_ Linda Kern.~~

13 ~~\_\_\_\_\_ Q \_\_\_\_\_ And what is her title?~~

14 ~~\_\_\_\_\_ A \_\_\_\_\_ She's \_\_\_\_\_ I believe she's a senior vice~~  
15 ~~\_\_\_\_\_ president in that same group.~~

16 ~~\_\_\_\_\_ Q \_\_\_\_\_ In the tax accounting group?~~

17 ~~\_\_\_\_\_ A \_\_\_\_\_ I think it's called Tax Accounting.~~

18 Q Does Regions Asset Company have a board  
19 of directors?

20 A Yes.

21 Q And who serves on that board?

22 A I serve. Tonya Murray serves, and  
23 William Askew serves.

1 ~~Q Does the board have a chairman?~~

2 ~~A I'm not aware of who the chairman is.~~

3 ~~Q Okay. Does the board meet?~~

4 ~~A Yes, the board has meetings.~~

5 ~~Q How frequently does the board meet?~~

6 ~~A It has to be within every thirteen~~

7 ~~months at a maximum.~~

8 ~~Q Okay. How many times has the board met~~

9 ~~since you have been the president and a member of~~

10 ~~the board?~~

11 ~~A It has not met since I've been a member~~

12 ~~of the board.~~

13 ~~Q Okay. And were you made a member of the~~

14 ~~board at the same time you were made president?~~

15 ~~A No.~~

16 ~~Q Okay. How many times has it met since~~

17 ~~you have been president?~~

18 ~~A I don't believe it's met. I don't~~

19 ~~believe it's met. I believe they've had special~~

20 ~~phone meetings but I don't believe it's physically~~

21 ~~met.~~

22 Q Okay. Are you responsible for enforcing

23 the Regions mark against third party use?

1 A Yes.

2 Q And did I ask you who had that  
3 responsibility before you?

4 A I believe you -- if you --

5 Q I'm not trying to ask questions twice.

6 A If you asked me, I believe it would have  
7 been Pam Jasinski.

8 Q All right. That is how we got to her.  
9 Did you review her books and records to determine  
10 what she had done to enforce the mark against  
11 third party use?

12 A No.

13 Q Do you know what she would have done to  
14 enforce the mark against third party use?

15 A No.

16 Q Okay. What have you done to enforce the  
17 mark against third party use?

18 A I've worked with our outside counsel and  
19 our internal counsel.

20 Q And who is that?

21 A Our internal counsel -- our internal IP  
22 counsel is Hope Mehlman. And our external IP  
23 counsel is Steptoe. And I get watch reports and I

1 get an analysis of the watch reports.

2 Our external counsel generally writes the  
3 protest letters. And I get copies of the protest  
4 letters, their analysis. I speak to them, speak  
5 to Hope as to whether -- you know, as to issues  
6 there. So that's what I've done.

7 Q Do you rely upon them to tell you  
8 whether or not to proceed with a particular third  
9 party usage?

10 A Yes.

11 Q Okay. Do you make any independent  
12 decisions with respect to whether or not to  
13 proceed against a third party?

14 A "Independent", meaning without taking  
15 their advice, without asking for their advice?

16 Q Well, advice is just that. It's  
17 advice. But ultimately, the decision is yours, is  
18 it not?

19 A I do take those decisions, relying on  
20 their advice.

21 Q Okay. And you don't make any  
22 independent decisions of your own?

23 MR. PECAU:

1           Objection to the form of the

2           question.

3           THE WITNESS:

4           I always get the advice of our

5           outside counsel and oftentimes of

6           our internal counsel.

7       BY MR. HUDSON:

8           Q     And always rely upon it?

9           MR. PECAU:

10          Objection. Let her finish answering

11          the question.

12          THE WITNESS:

13          To date, I believe I've followed

14          their advice.

15       BY MR. HUDSON:

16          Q     Always?

17          A     So far to date, yes, I've followed their

18          advice.

19          Q     Have you established any criteria,

20          yourself, as a business person in charge of the

21          enforcement of the Regions Asset Company's mark as

22          to what criteria you consider should be utilized

23          in challenging third party use?



1 MR. PECAU:

2 You can't answer -- you can't  
3 give --

4 MR. HUDSON:

5 Wait a minute.

6 MR. PECAU:

7 Okay. I have an objection on the  
8 basis of the attorney-client  
9 privilege. I'm advising the client  
10 that she has a privilege with  
11 respect to anything that her  
12 attorney has told her.

13 MR. HUDSON:

14 I agree with that.

15 MR. PECAU:

16 And she cannot disclose any advice  
17 that she's been given from her  
18 attorney. Now, I don't know that  
19 she can answer this question without  
20 disclosing the advice that she's  
21 gotten. So I'm warning her that she  
22 can't.

23 BY MR. HUDSON:

1 Q Would you like the question read back to  
2 you?

3 A Okay. Yes.

4 THE REPORTER:

5 "Have you established any criteria,  
6 yourself, as a business person in  
7 charge of the enforcement of the  
8 Regions Asset Company's mark as to  
9 what criteria you consider should be  
10 utilized in challenging third party  
11 use?"

12 MR. PECAU:

13 Same objection.

14 THE WITNESS:

15 So am I supposed to answer that or  
16 not answer that?

17 MR. PECAU:

18 Can you answer it without disclosing  
19 advice of counsel?

20 THE WITNESS:

21 Could you read the question one more  
22 time, please?

23 THE REPORTER:

1 "Have you established any criteria,  
2 yourself, as a business person in  
3 charge of the enforcement of the  
4 Regions Asset Company's mark as to  
5 what criteria you consider should be  
6 utilized in challenging third party  
7 use?"

8 THE WITNESS:

9 I would -- I rely on legal criteria  
10 so I rely on my legal counsel, or --

11 MR. PECAU:

12 That's enough.

13 BY MR. HUDSON:

14 Q All right. Now, regardless of where you  
15 got the information to establish the criteria, are  
16 there criteria that are utilized by you as the  
17 president of Regions Asset Company to determine  
18 whether or not to challenge third party use?

19 MR. PECAU:

20 Again, I caution you about  
21 disclosing any advice that you've  
22 gotten from counsel.

23 MR. HUDSON:

1 Well, I don't care if she got advice

2 from counsel.

3 MR. PECAU:

4 It makes a big difference.

5 MR. HUDSON:

6 Well, I understand that. But I want

7 to know as matter of a business

8 position whether or not Regions

9 Asset Company has any criteria that

10 it relies upon in determining

11 whether or not to challenge third

12 party use.

13 BY MR. HUDSON:

14 Q I'm not picking at you.

15 MR. PECAU:

16 I'm telling you that if there's

17 additional criteria that you use in

18 addition to what your counsel has

19 told you that's independent of your

20 counsel's advice, then you can

21 answer the question. But only to

22 that additional matter.

23 THE WITNESS:

1           Okay. Well, as a business person,  
2           my decision is that this is really a  
3           legal matter with legal  
4           definitions. So I rely on my legal  
5           counsel.

6           ~~MR. HUDSON:~~

7           ~~Okay. Now, this is we're going~~  
8           ~~to have to deal with this,~~  
9           ~~ourselves. But I want to ask the~~  
10          ~~question again because I want to be~~  
11          ~~understood.~~

12          ~~BY MR. HUDSON:~~

13          ~~Q I'm not asking you about legal advice~~  
14          ~~that you got.~~

15          ~~A Uh-huh.~~

16          ~~Q And I don't intend to ask you about~~  
17          ~~legal advice. But if you got legal advice or you~~  
18          ~~got advice from some business person, wherever you~~  
19          ~~got the advice, if you decided to implement the~~  
20          ~~advice and develop criteria, I think I'm entitled~~  
21          ~~know what the criteria is.~~

22          ~~And so I'm not asking about who told you what~~  
23          ~~or why you decided to do something. I'm simply~~

1 ~~asking you, does Regions Asset Company have~~  
2 ~~criteria for the enforcement of its intellectual~~  
3 ~~property rights, and, in particular, its~~  
4 ~~enforcement of its trademark rights concerning~~  
5 ~~third parties and third party usage?~~

6 ~~MR. PECAU:~~

7 ~~I object. It's been asked and~~  
8 ~~answered already.~~

9 ~~MR. HUDSON:~~

10 ~~No, it hasn't been answered.~~

11 ~~MR. PECAU:~~

12 ~~Yes, it has.~~

13 ~~MR. HUDSON:~~

14 ~~There's a fundamental difference in~~  
15 ~~what we're saying. Your view is~~  
16 ~~that if she got legal advice and~~  
17 ~~then acted on it and made it part of~~  
18 ~~the business practice of the~~  
19 ~~company, that simply because it came~~  
20 ~~from legal advice that it is~~  
21 ~~protected forever. And I think it's~~  
22 ~~not.~~

23 ~~MR. PECAU:~~



1 ~~Well, let's raise it with the court~~  
2 ~~then because the witness isn't going~~  
3 ~~to answer it.~~

4 ~~MR. HUDSON:~~

5 ~~Well, that's fine. Do I have to~~  
6 ~~keep asking other questions on this~~  
7 ~~subject to make the point or can we~~  
8 ~~agree that it's sufficiently~~  
9 ~~developed that we can go to court on~~  
10 ~~it?~~

11 ~~MR. PECAU:~~

12 ~~I think it's sufficiently~~  
13 ~~developed.~~

14 ~~MR. HUDSON:~~

15 ~~Okay. Fine.~~

16 ~~MR. HUDSON:~~

17 ~~Let's go off the record.~~

18 ~~WHEREUPON, THERE WAS AN OFF THE RECORD~~

19 ~~DISCUSSION.~~

20 ~~BY MR. HUDSON:~~

21 Q I was given this morning some answers to  
22 interrogatories that were filed and that my office  
23 received this morning, and they are set up for

1 signature by you. And I want to ask you if you've  
2 seen them before.

3 A I would say yes. I mean, from my  
4 memory, I've seen certainly something like this.

5 ~~Q You're going to be apparently, you're~~  
6 ~~going to be asked to sign it and swear that it's~~  
7 ~~correct. That's what's indicated there.~~

8 ~~MR. PECAU:~~

9 ~~Only as to the facts. Not to any~~  
10 ~~legal conclusions.~~

11 ~~BY MR. HUDSON:~~

12 ~~Q Yes. Do you want to look at it and see~~  
13 ~~if, in fact, you can tell us that it is correct?~~

14 ~~Take your time.~~

15 ~~MR. PECAU:~~

16 ~~Are these the contention~~  
17 ~~interrogatories?~~

18 ~~MR. HUDSON:~~

19 ~~They may well be.~~

20 ~~MR. PECAU:~~

21 ~~They are contention interrogatories.~~

22 ~~BY MR. HUDSON:~~

23 ~~Q Are those interrogatories true and~~

1 ~~correct such that you would sign them?~~

2 ~~MR. PECAU:~~

3 ~~I object to the form of the~~

4 ~~question.~~

5 ~~THE WITNESS:~~

6 ~~I~~

7 ~~MR. PECAU:~~

8 ~~Actually, I'm going to make a~~

9 ~~speaking objection. I'm objecting~~

10 ~~to the form of the question because~~

11 ~~these are contention~~

12 ~~interrogatories. And the~~

13 ~~verification is based on her own~~

14 ~~personal knowledge and facts that~~

15 ~~have been told to her that she~~

16 ~~believes to be true. That's what a~~

17 ~~verification is. It's a legal issue~~

18 ~~that is outside the ken of this~~

19 ~~witness. If you want to ask her~~

20 ~~specific questions about particular~~

21 ~~things in here, that's fine. But I~~

22 ~~object to the question. It's an~~

23 ~~unfair question. It's~~

1 ~~\_\_\_\_\_ gamesmanship. It has nothing to do~~

2 ~~\_\_\_\_\_ with finding the facts and she's a~~

3 ~~\_\_\_\_\_ fact witness.~~

4 ~~\_\_\_\_\_ MR. HUDSON:~~

5 ~~\_\_\_\_\_ That, in fact, is a speaking~~

6 ~~\_\_\_\_\_ objection. I ask you, please, not~~

7 ~~\_\_\_\_\_ to make another one.~~

8 ~~\_\_\_\_\_ MR. PECAU:~~

9 ~~\_\_\_\_\_ If you ask questions like that, I'll~~

10 ~~\_\_\_\_\_ make another speaking objection.~~

11 ~~\_\_\_\_\_ It's an unfair question.~~

12 ~~\_\_\_\_\_ MR. HUDSON:~~

13 ~~\_\_\_\_\_ Mark that, please.~~

14 ~~\_\_\_\_\_ BY MR. HUDSON:~~

15 Q I'll ask the question again. Are these  
16 interrogatory responses true and correct, to your  
17 knowledge, sufficiently for you to be able to sign  
18 and verify them?

19 A To my knowledge, either -- yes. I've  
20 either been told of these or I know these other  
21 facts to be correct.

22 Q Thank you. One of the questions asked,  
23 it says -- in Paragraph Seven of your complaint,

1     you allege that Regions now, and since prior to  
2     the acts of Defendant complained of herein, has  
3     been a famous name in Alabama and elsewhere in the  
4     United States. State each and every fact upon  
5     which you rely in support of the allegation that  
6     Regions is quote "a famous name in Alabama" close  
7     quote, and in support of the allegation that  
8     Regions is a famous name quote "elsewhere in the  
9     United States".

10           Do you have any facts upon which you can base  
11     a conclusion that Regions is a famous name  
12     elsewhere in the United States?

13           MR. PECAU:

14           Object to the form of the question.

15           THE WITNESS:

16           I've been told that we've done  
17     marketing studies in other states in  
18     addition to Alabama that show that  
19     Regions has a high name  
20     recognition.

21     BY MR. HUDSON:

22           Q     Were you also told that those marketing  
23     studies were all in states in which Regions has a

1 market and a presence?

2 A I haven't been told that they were all  
3 in the states in which Regions has a presence. I  
4 believe I have been told that the name recognition  
5 is high in states where Regions has a presence and  
6 higher in some states, in Alabama, for instance.

7 Q Do you have any information or have you  
8 been told any information about whether Regions'  
9 name is a famous name in every state of the United  
10 States?

11 A I have not been told.

12 Q Is Regions a famous name in Delaware?

13 MR. PECAU:

14 Object to the form of the question,  
15 asking for a legal conclusion.

16 THE WITNESS:

17 I haven't been told that.

18 BY MR. HUDSON:

19 Q To your knowledge, is it a famous name  
20 in Delaware?

21 MR. PECAU:

22 Objection.

23 THE WITNESS:



1 I don't know. I have not asked.

2 BY MR. HUDSON:

3 Q Okay. Well, if it is a famous name in  
4 Delaware, that has not come to your attention. Is  
5 that correct?

6 MR. PECAU:

7 Objection to the form of the  
8 question.

9 THE WITNESS:

10 It's not something that I have any  
11 direct knowledge of.

12 BY MR. HUDSON:

13 Q Okay. In response to the first  
14 interrogatory -- and we can look at the question.  
15 I'm not trying to deprive you of that but I'm  
16 interested in part of the answer. It says,  
17 "documents showing Regions great and successful  
18 efforts to protect its famous Regions mark."

19 What information do you have about Regions  
20 great and successful efforts to protect its famous  
21 Regions mark?

22 A I have copies of opposition letters that  
23 have been sent out and copies of the replies that

1 have been made saying that the person will cease  
2 and desist using the name.

3 Q Were you able to determine when Regions  
4 first started getting watch reports?

5 A I don't know. I believe I have watch  
6 reports going back to, say, maybe 2002, 2003. But  
7 I don't know if that was when they first started  
8 getting watch reports.

9 Q And do you know when Regions first  
10 started getting trademark search reports?

11 A I don't know.

12 Q Okay. Do you have any information to  
13 indicate that Regions did anything proactive to  
14 protect its mark between 1994 and 2002?

15 A I don't know.

16 Q Okay. Who should know the answer to  
17 that question?

18 MR. PECAU:

19 Objection.

20 THE WITNESS:

21 I don't know.

22 ~~BY MR. HUDSON:~~

23 ~~Q Okay. Does Regions, to your knowledge,~~

1 ~~do anything today to protect its mark proactively~~  
2 ~~other than to obtain trademark search reports,~~  
3 ~~watch reports and to write cease and desist~~  
4 ~~letters and to file a lawsuit like this one or the~~  
5 ~~one against Regional Finance?~~

6 ~~MR. PECAU:~~

7 ~~Objection to the form of the~~  
8 ~~question.~~

9 ~~THE WITNESS:~~

10 ~~Could you read the question back,~~  
11 ~~please?~~

12 ~~THE REPORTER:~~

13 "Does Regions, to your knowledge, do  
14 anything today to protect its mark  
15 proactively other than to obtain  
16 trademark search reports, watch  
17 reports and to write  
18 cease-and-desist letters and to file  
19 a lawsuit like this one or the one  
20 against Regional Finance?"

21 THE WITNESS:

22 I'm not sure that the watch reports  
23 are the sole thing that's relied

1           on, in that I might get email  
2           correspondence from Hope or I might  
3           speak to Hope and some names will  
4           come up that may not have been in  
5           the watch reports.

6       BY MR. HUDSON:

7           Q     Are you the business person that that  
8           information is supposed to come to?

9           A     Any information -- information comes to  
10          me from different sources. So Hope would be one  
11          good example. And then, yes, it generally comes  
12          to me.

13          Q     Who is primarily responsible for having  
14          that information within Regions Asset Company?

15          A     I would be within Regions Asset Company.

16          Q     And do you delegate the responsibility  
17          for obtaining that information to lawyers?

18          A     Yes. I would rely on Hope internally  
19          and I would rely on, say, Steptoe externally. And  
20          where Hope gets her information, I don't know.  
21          Watch reports is one source.

22          Q     Is there a reason that you don't order  
23          the watch reports directly, yourself?

1           A     They've been ordered through counsel in  
2     the past, and I rely on counsel's advice in  
3     interpreting them.

4           Q     Is that the only reason that you don't  
5     order them, yourself?

6           A     That's a sufficient reason.

7           Q     Is there any other?

8           A     No.

9           Q     Is the same true of trademark search  
10    reports?

11          A     Yes.

12          Q     Now, is the same true of searching the  
13    internet to determine whether there are domain  
14    names or other names in third party use?

15          A     Again, we get that through the search --  
16    or the watch reports. I sometimes go on the  
17    internet to search, myself. But I really  
18    systematically would rely on our outside counsel  
19    and the -- or our counsel and the watch reports.

20          Q     Because you delegate that  
21    responsibility?

22          A     To get the watch reports, yes.

23          Q     Okay. I've marked for identification

1 Exhibit One Thirty-eight. Are those, in fact, the  
2 interrogatories that I asked you about and that  
3 you've read and answered questions about in this  
4 deposition? I'm just trying to identify them so  
5 when we can go back to the record, we'll know what  
6 you are looking at.

7 ~~\_\_\_\_\_ A Yes.~~

8 ~~\_\_\_\_\_ MR. HUDSON.~~

9 ~~\_\_\_\_\_ I don't have any further questions.~~

10 ~~\_\_\_\_\_ MR. PECAU.~~

11 ~~\_\_\_\_\_ I have no questions.~~

12  
13 FURTHER, DEPONENT SAITH NAUGHT.

14 \* \* \* \* \*



CERTIFICATE

STATE OF ALABAMA:  
COUNTY OF MOBILE:

I, David Michael Camp, a Notary Public in and  
for the State of Alabama at Large, hereby certify  
that the within-named witness, JANET ARMITAGE, who  
was made known to me, was, by me, first duly sworn  
to speak the truth, the whole truth, and nothing  
but the truth in the case aforesaid; that the  
testimony then given by said witness was, by me,  
reduced to shorthand in the presence of said  
witness, afterwards transcribed; and that the  
foregoing is a true and correct transcription of  
the testimony so given by the witness as  
aforesaid.

I further certify that this deposition was  
taken at the time and place as specified in the  
foregoing caption and was completed without  
adjournment.

I further certify that I am not a relative,  
counsel or attorney for either party, or otherwise  
interested in the outcome of this action.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my seal at Mobile, Alabama on  
this, the 14th day of August, 2007.

My Commission expires February 20, 2008.

1 IN THE UNITED STATES DISTRICT COURT

2 FOR THE

3 MIDDLE DISTRICT OF ALABAMA

4 NORTHERN DIVISION

5  
6  
7 REGIONS ASSET COMPANY, \*

\*

8 Plaintiff, \*

\*

9 Vs.

\*

CIVIL ACTION NUMBER

\*

10 REGIONS UNIVERSITY, INC., \*

2:06cv882-MHT

\*

11 Defendant. \*

\*

12  
13  
14  
15  
16 \* \* \* \* \*

17  
18 Deposition of NEAL BERTE, taken before David  
19 Michael Camp, CSR, in the law offices of Balch &  
20 Bingham, LLP, 1901 6th Avenue North, Birmingham,  
21 Alabama, on August 14, 2007, commencing at  
22 approximately 9:32 o'clock a.m.  
23

A P P E A R A N C E S

For Plaintiff:

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BY: VICTOR T. HUDSON

Also present: REX A. TURNER, JR.

\* \* \* \* \*

I N D E X

Witness

NEAL BERTE

EXAMINATION

MR. HUDSON .....	6
MR. PATERSON .....	33
MR. HUDSON .....	41

\* \* \* \* \*

EXHIBITS

DEFENDANT'S EXHIBIT ONE THIRTY-SEVEN ....	14
-------------------------------------------	----

\* \* \* \* \*

## 1 STIPULATION

2 It is stipulated by and between the parties  
3 hereto and their respective attorneys at law that  
4 the deposition on oral examination of the Witness,  
5 NEAL BERTE, may be taken before David Michael  
6 Camp, Commissioner and Notary Public, State of  
7 Alabama at Large, and that the said deposition  
8 shall be taken in accordance with and, when so  
9 taken, may be used in accordance with the  
10 provisions of the Federal Rules of Civil  
11 Procedure.

12 It is further stipulated and agreed that all  
13 notices provided for by said Federal Rules of  
14 Civil Procedure are waived, as is the reading over  
15 of said deposition to or by the witness, the  
16 signing thereof by the witness, the signing and  
17 certification of said David Michael Camp, the  
18 filing of said deposition with the Clerk of the  
19 Court and all other requirements and  
20 technicalities of every sort which would be a  
21 prerequisite to the use of said deposition.

22 It is the intent of the parties hereto that  
23 this deposition may be used in evidence as though

1 all requirements of said Federal Rules of Civil  
2 Procedure had been complied with.

3 It is further stipulated and agreed that all  
4 parties hereto reserve the right to have  
5 corrections made to this deposition as provided  
6 for by said Federal Rules of Civil Procedure.

7 It is further stipulated and agreed that all  
8 objections, save as to the form of the questions  
9 asked and the responsiveness of the answers  
10 thereto are reserved until the time of trial in  
11 accordance with the provisions of said Federal  
12 Rules of Civil Procedure.

13  
14 \* \* \* \* \*



1 NEAL BERTE, having been first duly sworn to  
2 speak the truth, the whole truth, and nothing but  
3 the truth, testified as follows:

4 EXAMINATION

5 ~~BY MR. HUDSON:~~

6 Q Dr. Berte, would you please state your  
7 name for the record?

8 A Neal Berte.

9 Q Would you give us a brief sketch of your  
10 employment history over the past twenty-five  
11 years?

12 A All those years, I was at Birmingham  
13 Southern, twenty-eight and a half years as  
14 President and then two and half years as  
15 chancellor. And then I'm fully retired now and I  
16 have an office in downtown Birmingham at the  
17 Landmark Center.

18 Q What association did you have with  
19 Region 2020?

20 A I was the founding Chairman.

21 Q And what is the business of Region 2020?

22 A It is a citizen-driven region-wide  
23 organization that gathered citizens together

1 across seventeen community meetings throughout  
2 central Alabama and asked them to develop  
3 priorities for the region of central Alabama.

4 And then we took all the priorities that the  
5 citizens had come up with. This is almost from  
6 Montgomery to Walker County to Cullman, throughout  
7 central Alabama, Jefferson and other areas. And  
8 then they prioritized those, the citizens did, at  
9 a meeting at the Birmingham Museum of Art.

10 And so that's the agenda for Region 2020. As  
11 you would expect, the priorities that citizens  
12 came up with were education, economic development,  
13 all sorts of environmental concerns and amenities,  
14 if you will, quality of life issues.

15 Q And does Region 2020 have a mission?

16 A It does.

17 Q What is that?

18 A It's a citizen-driven mission to improve  
19 the overall development of central Alabama.

20 Q Can you tell me the counties that are  
21 within central Alabama that are part of the Region  
22 2020 outreach?

23 A Well, it really shifted in recent years

1 from twelve counties down to -- again, I'm no  
2 longer Chairman of the board. But shifted to a  
3 smaller number.

4 I think it's primarily about eight now. So  
5 -- and as you would, those -- those -- as you  
6 would expect, those are contiguous to the largest  
7 populated area of Jefferson County.

8 Q Do you have an estimate of the  
9 percentage of the population of Alabama that would  
10 be within those eight counties?

11 A It would just be a guesstimate to be  
12 honest with you. But, you know, my guess would be  
13 somewhere in the range of thirty-three to forty  
14 percent, something like that.

15 Q And do you recall the names of the eight  
16 counties?

17 A Now, you're testing me here. Some of  
18 them were in and some of them were out.

19 Q Well, just do your best.

20 A Certainly Jefferson County, Cullman,  
21 Walker, St. Clair, Blount, Shelby. I'm trying to  
22 think which ones stayed in and which ones didn't  
23 originally. Those are the primary ones, I guess,

1 now, for the mission of the organization.

2 But again, we went as far as Wetumpka and  
3 Prattville in the citizen-driven meetings, and  
4 also, I guess, the northern part of Cullman County  
5 was as far as we went north.

6 Q Are there some counties that were once  
7 in and are no longer in that you can recall?

8 A Well, I'm going to let Dalton respond to  
9 that, the Executive Director. They shifted that  
10 in the last year or so since he's the new  
11 Executive Director. I'm no longer --

12 Q So you're not sure which ones are in  
13 now?

14 A That's right. He can tell you that when  
15 you meet with him.

16 Q Would you give me your best recollection  
17 of which counties were in at the time that you  
18 were serving?

19 A Well, I'm just -- I want to be honest  
20 here. All the way down to north of Montgomery.  
21 And again, I think northern Cullman County was as  
22 far north as we went. So Calhoun County certainly  
23 was included. I just don't want to say the wrong

1 thing.

2 And I'm not sure what that's got to do with  
3 anything, to be honest with you. But that's my  
4 best recollection.

5 Q Thank you. Who chose the name Region  
6 2020?

7 A It was decided by about forty  
8 individuals that met for a couple-year period and  
9 looked at what other parts of the country did, for  
10 example, Portland, Oregon; Chattanooga, Charlotte,  
11 in terms of getting people to think outside their  
12 immediate jurisdiction where they lived and try to  
13 look at a larger perspective in terms of utilizing  
14 the strengths of the central Alabama area, working  
15 together to ameliorate the weaknesses.

16 And out of that, there have been some  
17 significant developments. I mean, in this area,  
18 Homewood, Mountain Brook, Vestavia are now  
19 cooperating on building a jail rather than all  
20 three jurisdictions building a jail separately.

21 Lots of inter-library cooperation that wasn't  
22 there before. We've made some in-roads on waste  
23 management issues for central Alabama, also made

1 some in-roads on purchasing, cross communication  
2 across law enforcement jurisdictions has  
3 improved.

4 It still isn't what it needs to be but that's  
5 the reason we chose Region 2020. We knew we  
6 couldn't do this overnight.

7 And also, we continued to do some things like  
8 professional development opportunities for  
9 teachers. We would get grants and do that kind of  
10 thing, as well.

11 ~~Q Among these forty people that you spoke~~  
12 ~~of that chose the name Region 2020, were any of~~  
13 ~~them associated with then First Alabama Bank or~~  
14 ~~now, Regions Financial, or Regions Bank?~~

15 ~~A You know, I really don't know. There~~  
16 ~~were forty individuals, community types from all~~  
17 ~~walks of life, I mean, from social service areas,~~  
18 ~~education areas. Business certainly was~~  
19 ~~represented. The church community was~~  
20 ~~represented. Racial diversity. But I can't tell~~  
21 ~~you, you know.~~

22 ~~Q Were banks represented?~~

23 ~~A I'm sure they were.~~

1 ~~Q All right. And these people, were they~~  
2 ~~fairly senior members of the community that~~  
3 ~~participated?~~

4 ~~A They were really, it was a diverse~~  
5 ~~group, all ages.~~

6 ~~Q When I said "senior", that didn't make~~  
7 ~~sense. I meant prominent.~~

8 ~~A Well, they were leaders, you know, in~~  
9 ~~their own areas, some neighborhood presidents, for~~  
10 ~~example, community leaders from Jefferson County,~~  
11 ~~but also, somebody who worked in the utility area~~  
12 ~~out of Wetumpka. So it was a cross section,~~  
13 ~~deliberately a cross section of folks.~~

14 ~~Q And whoever served, for instance, from~~  
15 ~~banking would be a leader, as well, in that field?~~

16 ~~A Well, Richard Moore, for example, was~~  
17 ~~still is, I think, involved from I think~~  
18 ~~Richard is from down in Coosa, down in that area,~~  
19 ~~Coosa County. I'll be honest with you. I cannot~~  
20 ~~remember who else out of the banking community~~  
21 ~~even locally here would have been involved. I~~  
22 ~~really can't.~~

23 ~~Q Is there a member of the board presently~~

1 ~~who is associated with Regions Bank or Regions~~

2 ~~Financial?~~

3 ~~A If you give me the list, I can tell you~~

4 ~~that.~~

5 ~~Q I don't think I have it in front of me.~~

6 ~~A Okay.~~

7 ~~Q Is there a Dowd somebody?~~

8 ~~A I don't think Dowd Ritter is a member of~~

9 ~~the board currently. And I'm not sure he ever~~

10 ~~was, to be honest with you. He may have been. If~~

11 ~~you have a list~~

12 ~~Q If I had it, I'd give it to you.~~

13 ~~A Okay.~~

14 ~~Q I'm not holding anything back from you.~~

15 ~~A Okay.~~

16 ~~Q Who is Dowd Ritter?~~

17 ~~A He's chairman of Regions Bank.~~

18 ~~Q Has he ever participated in any way with~~

19 ~~Region 2020?~~

20 ~~A Now, I don't know the answer to that.~~

21 ~~Q Okay.~~

22 ~~A He certainly is a civic minded~~

23 ~~individual and supportive of community causes.~~



1 ~~But whether or not he's been in any of the~~  
2 ~~meetings, I simply don't know, or can't remember.~~

3 Q I'm going to show you a document that  
4 I'll mark as One Thirty-seven. I'll tell you that  
5 it's a non-exclusive license agreement that  
6 purports to have been signed by you on December 2,  
7 1997. Have you seen that recently?

8 A Well, I did, because I asked for a file  
9 copy from the Region 2020 office after I spoke  
10 with you the other day briefly. I said to my  
11 secretary -- and I think I mentioned that to you  
12 too -- that I remember something back there.

13 And so -- and obviously, when I got the  
14 subpoena, I thought, well, I better remember more  
15 specifically. So I called and asked the Region  
16 2020 office to send me a copy.

17 And my recollection was correct. There was  
18 something back there that lawyers had worked out,  
19 this non-exclusive agreement. And I signed it as  
20 then Chairman of the board.

21 Q Do you recall now that you signed it at  
22 that time?

23 A I do. And this is my signature.

1 ~~Q All right, sir. Now, after you signed~~  
2 ~~that agreement~~

3 ~~MR. PATERSON:~~

4 ~~Can we mark that, Tom?~~

5 ~~MR. HUDSON:~~

6 ~~It's marked.~~

7 ~~MR. PATERSON:~~

8 ~~I'm sorry. I didn't hear you. I~~

9 ~~apologize.~~

10 ~~MR. HUDSON:~~

11 ~~It was marked as One Thirty-seven.~~

12 ~~MR. PATERSON:~~

13 ~~Okay. I just didn't hear the~~

14 ~~exhibit number.~~

15 ~~BY MR. HUDSON:~~

16 Q After you signed Exhibit One  
17 Thirty-seven, do you recall occasions when the  
18 bank raised any question with you about the use of  
19 its name?

20 A I do not.

21 Q Do you recall anything that the bank did  
22 with respect to quality control concerning the use  
23 of its name?

1 MR. PATERSON:

2 I object to the form.

3 THE WITNESS:

4 I just want to make sure everybody  
5 understands. I was the volunteer  
6 Chairman. I think if there was any  
7 official contact from the bank,  
8 possibly I would have known that. I  
9 can't recall any of that. But I  
10 think obviously the person who might  
11 know that would be the Executive  
12 Director, who was the paid  
13 professional. But I don't recall --  
14 I don't recall anything, any contact  
15 after we signed this.

16 BY MR. HUDSON:

17 Q Okay. And that's consistent with what  
18 you told Dr. Turner, as well, isn't it?

19 A It is.

20 Q Now, let me show you --

21 A Actually, I didn't -- I was not totally  
22 sure when we talked because I -- this was a bolt  
23 out of the blue. But anyway, I would just say to

1 you, I recalled something. But, you know, I had  
2 to go get this. I've signed a lot of stuff as a  
3 volunteer Chairman of the college over the years.

4 Q I understand. When you talked to Dr.  
5 Turner, do you remember saying to him that you  
6 didn't think the names were similar and that you  
7 didn't think that you needed the permission of the  
8 bank to use the name Region 2020?

9 MR. PATERSON:

10 Object to the form.

11 THE WITNESS:

12 Well, I mean, we did talk about the  
13 term, Region 2020. And I had a  
14 tough time even understanding what  
15 Regions University was, to be honest  
16 with you. But that's correct.

17 BY MR. HUDSON:

18 Q That is correct?

19 A Right.

20 ~~Q Now, let me show you Exhibit One ten~~  
21 ~~that was previously marked, and ask you if you've~~  
22 ~~seen that before.~~

23 ~~MR. PATERSON:~~

1 ~~Tom, what is that?~~

2 ~~MR. HUDSON:~~

3 ~~Here's a copy of it.~~

4 ~~THE WITNESS:~~

5 ~~It seems to me there was some sort~~

6 ~~of this is probably not the right~~

7 ~~word here. But lawyering, if you~~

8 ~~will. I don't mean to say that~~

9 ~~despairingly. Back and forth. And~~

10 ~~this was probably an earlier~~

11 ~~document. I'm shown here as getting~~

12 ~~a copy of it. But I you know,~~

13 ~~that's about all I can say.~~

14 ~~BY MR. HUDSON:~~

15 ~~Q Let me see if I can summarize~~

16 ~~correctly. Exhibit One ten contains some earlier~~

17 ~~drafts, what ultimately was signed as Exhibit One~~

18 ~~Thirty seven, but they are different. And you~~

19 ~~expect there was some lawyering going on before~~

20 ~~the final document was executed?~~

21 ~~A That would be my guess. And again, I~~

22 ~~don't know that that would be irregular. I mean,~~

23 ~~I think that's sort of~~

1 ~~Q Normal?~~

2 ~~A That would be normal, I would think.~~

3 ~~Q Okay.~~

4 ~~A Before you finalized a document. But I~~

5 ~~don't know.~~

6 ~~Q Now, if you look at the first page of~~

7 ~~Exhibit One ten, it's addressed to Ann Florie,~~

8 ~~F L O R I E. Who is she?~~

9 ~~A She was then the Executive Director of~~

10 ~~Leadership Birmingham I mean, Region 2020.~~

11 ~~She's now the Executive Director of Leadership~~

12 ~~Birmingham.~~

13 ~~Q How long did she serve as Executive~~

14 ~~Director?~~

15 ~~A Maybe seven or eight years. Something~~

16 ~~in there.~~

17 ~~Q The present Executive Director, as I~~

18 ~~understand it, she or he has only been there a~~

19 ~~very short period of time. Is that your~~

20 ~~understanding?~~

21 ~~A It is, uh huh.~~

22 ~~Q And who was the previous Executive~~

23 ~~Director?~~

1 ~~----- A ----- Who followed Ann Florie?~~

2 ~~----- Q ----- Yes.~~

3 ~~----- A ----- Guin Robinson.~~

4 ~~----- Q ----- Where is she located now?~~

5 ~~----- A ----- That's a man. He's -----~~

6 ~~----- Q ----- I'm sorry?~~

7 ~~----- A ----- It's a man, G-U-I-N. And he, I believe,~~  
8 ~~----- lives in Talladega County. He had been a long~~  
9 ~~----- time mayor of Pell City, and as a volunteer, had~~  
10 ~~----- been very active in citizen meetings for Region~~  
11 ~~----- 2020. And he was really a natural to move up to~~  
12 ~~----- that position. He was head and shoulders the~~  
13 ~~----- strongest candidate to follow in.~~

14 ~~----- Q ----- Do you know whether he's employed or not~~  
15 ~~----- now?~~

16 ~~----- A ----- I think the last I heard, he was~~  
17 ~~----- employed doing some sort of manpower training~~  
18 ~~----- program through the state. In other words,~~  
19 ~~----- working for the State of Alabama. I think that's~~  
20 ~~----- right, in the area of manpower training in~~  
21 ~~----- Talladega.~~

22 ~~----- He may still live in Birmingham because I~~  
23 ~~----- think he's a member of the Regional Transportation~~

1 ~~Board in Birmingham still.~~

2 ~~Q Did you have an opportunity to review~~

3 ~~Exhibit One ten prior to today?~~

4 ~~A Did not. I mean, I may have. It shows~~

5 ~~that I got a copy back in October of '97 but I did~~

6 ~~not see this in the same way~~

7 ~~Q You didn't review it in preparation for~~

8 ~~your deposition today?~~

9 ~~A Not at all.~~

10 ~~Q Would you look at the fourth paragraph~~

11 ~~of the Non exclusive License Agreement attached to~~

12 ~~Exhibit One ten, please?~~

13 ~~A Duration and termination? Is it 4.1?~~

14 ~~Q "Whereas the license name is deceptively~~

15 ~~similar". Do you see that?~~

16 ~~MR. PATERSON:~~

17 ~~Is this the one that's signed or not~~

18 ~~signed?~~

19 ~~MR. HUDSON:~~

20 ~~One ten.~~

21 ~~BY MR. HUDSON:~~

22 ~~Q And I would also like you to compare it~~

23 ~~to the one that was signed, Exhibit One Thirty~~



1 ~~seven. Do you see the clause that says, "the~~

2 ~~Licensee's name is deceptively similar"?~~

3 ~~A I'm sorry. Just a minute here. I~~

4 ~~apologize.~~

5 ~~Q Let me point it out to you.~~

6 ~~A Sure.~~

7 ~~Q Right here.~~

8 ~~A Oh, okay.~~

9 ~~Q And I would ask you to compare it with~~

10 ~~One Thirty seven. If you'd look at One ten,~~

11 ~~please, sir, you can see the phrase that says,~~

12 ~~"where the Licensee's name is deceptively similar~~

13 ~~to the Licensor's Registered Marks so as to be~~

14 ~~likely to cause confusion in the marketplace."~~

15 ~~A Uh huh.~~

16 ~~Q Yes?~~

17 ~~A I see that, uh huh.~~

18 ~~Q All right. And was that clause omitted~~

19 ~~from the Exhibit One Thirty seven that you signed?~~

20 ~~A I believe so.~~

21 ~~Q Do you recall why that was omitted?~~

22 ~~A I really don't.~~

23 ~~Q Okay. Now, if you'll look, please, at~~

1 ~~the first license agreement that appears in~~  
2 ~~Exhibit One ten, and look at Section 2.1 of it~~  
3 ~~where it says "Royalty Payment".~~

4 ~~A Uh-huh.~~

5 ~~Q And then compare that, if you will, to~~  
6 ~~the second license agreement that is attached to~~  
7 ~~One ten, specific to Section 2.1.~~

8 ~~A It's a difference of a thousand dollars~~  
9 ~~in one versus the hundred dollars in the other.~~

10 ~~Q Yes, sir. Specifically, it says for the~~  
11 ~~record, "Licensee shall pay to Licensor a royalty~~  
12 ~~of one thousand dollars per year until the~~  
13 ~~expiration of the Registered Marks or any renewals~~  
14 ~~thereof", and it goes on.~~

15 ~~And in the second one, it says, "Licensee~~  
16 ~~shall pay the Licensor a royalty of one hundred~~  
17 ~~dollars per year until the expiration of the~~  
18 ~~Registered Marks or any renewals thereof".~~

19 ~~Is that correct?~~

20 ~~A It is.~~

21 ~~Q And would you compare that to Section~~  
22 ~~2.1 of One Thirty seven, the one you signed?~~

23 ~~A You mean the thousand dollars versus the~~

1 ~~hundred dollars?~~

2 ~~Q Yes. What does it say in 2.1 of the one~~  
3 ~~you signed?~~

4 ~~A "Royalty Payment. Licensee shall pay to~~  
5 ~~Licensor a royalty of a thousand dollars per year~~  
6 ~~until the expiration of the Registered Marks or~~  
7 ~~any renewals thereof. All royalties shall be paid~~  
8 ~~yearly, based on a calendar year, on or before the~~  
9 ~~last day of any month following the end of a~~  
10 ~~calendar year".~~

11 ~~Is that what you're~~

12 ~~Q I think we're confused. You're reading~~  
13 ~~from One ten.~~

14 ~~A I apologize.~~

15 ~~Q That's all right. Let's start over~~  
16 ~~again and it will make the record make more~~  
17 ~~sense. And that's quite all right.~~

18 ~~Would you first look at Exhibit One ten at~~  
19 ~~Section 2.1, the first license agreement? Does it~~  
20 ~~say "Licensee shall pay the Licensor a royalty of~~  
21 ~~a thousand dollars per year until the expiration~~  
22 ~~of the Registered Marks or any renewals thereof"?~~

23 ~~A It does.~~

1 ~~Q And then later in One ten, as part of~~  
2 ~~the attachments, there is another unexecuted~~  
3 ~~license agreement, is there not?~~

4 ~~A Why don't you just tell me exactly where~~  
5 ~~you're looking?~~

6 ~~Q Yes. Right here.~~

7 ~~A And you're saying One ten?~~

8 ~~Q You can use mine.~~

9 ~~A Okay. I apologize. I'm not trying to~~  
10 ~~be dense here.~~

11 ~~Q Okay. If you would just read Section~~  
12 ~~2.1 of that.~~

13 ~~A "Licensee shall pay to Licensor a~~  
14 ~~royalty of a hundred dollars per year until the~~  
15 ~~expiration of the Registered Marks or any renewals~~  
16 ~~thereof."~~

17 ~~Q All right. Now, let's look at Section~~  
18 ~~2.1 of Exhibit One Thirty seven, which is the~~  
19 ~~license agreement you actually executed.~~

20 ~~A Right.~~

21 ~~Q What does it say?~~

22 ~~A "Licensee shall pay to Licensor a total~~  
23 ~~royalty of a hundred dollars which shall be the~~

1 ~~total payment due from Licensee during the~~  
2 ~~duration of this license.~~

3 ~~Q Okay. Can you shed any light on how the~~  
4 ~~negotiation progressed from being asked for a~~  
5 ~~thousand dollars per year to then being asked for~~  
6 ~~a hundred dollars per year, to then being asked~~  
7 ~~for a hundred dollars as a total payment?~~

8 ~~A I really can't. I mean, I wasn't~~  
9 ~~involved. To my knowledge, I was not involved in~~  
10 ~~all that. If I was, it's been a while and I don't~~  
11 ~~recall any negotiation like that.~~

12 Q But you do know that you were asked to  
13 sign the final agreement.

14 A I was, uh-huh.

15 Q Why would it be that you would sign the  
16 final agreement?

17 A I guess we're incorporated as a -- and  
18 still are -- as a not-for-profit 501 -- is it (c)  
19 (3) or (3)(c) -- organization. So as Chairman of  
20 the board, along with the Executive Director, I  
21 would have, I guess, had that responsibility, or  
22 that's what Alton Parker recommended, who  
23 represented Region 2020 in all this.

1 Q Recommended that you sign documents such  
2 as Exhibit One Thirty-seven?

3 A Well, he's the one that recommended  
4 this. There's no question about that.

5 Q Do you recall that?

6 A I do not.

7 Q Okay.

8 A In fact, again, I had to think about it  
9 after we had the initial conversation. And then I  
10 got the subpoena and thought about it some more  
11 and said to my secretary, you know, what I did.  
12 And then we called Region 2020 and asked for a  
13 xerox copy and they sent it over Thursday.

14 Q And is it fair to say that but for that  
15 inquiry, you wouldn't have thought about any  
16 relationship between Region 2020 and Regions Bank  
17 at all?

18 MR. PATERSON:

19 Object to the form.

20 THE WITNESS:

21 I don't think so.

22 ~~BY MR. HUDSON:~~

23 ~~Q You don't think you would have thought~~

1 ~~of it?~~

2 ~~A Right.~~

3 Q How long were you the Chairman of the  
4 board of Region 2020?

5 A From its inception until last February.

6 Q This February?

7 A This past February, '07.

8 Q And what are the job responsibilities of  
9 the Chairman of the board of Region 2020?

10 A Convene the annual meeting and serve as  
11 a member of the executive committee. And in the  
12 course of the ten years plus of the organization,  
13 that involved participating on search committees  
14 to hire the Executive Director, very much an  
15 Executive Director driven organization in terms of  
16 the day-to-day operation, as a lot of non-profits  
17 are.

18 Q Were you paid as Chairman of the board?

19 A No.

20 Q Did you attend each board meeting?

21 A I did.

22 Q How frequently did the board meet?

23 A Annually. And there were maybe one or

1 two times that we met twice a year. But  
2 typically, it was just an annual meeting to  
3 approve the budget and the finances and get a  
4 status report on what happened during that year.

5 ~~Q Did you participate in other meetings~~  
6 ~~with Region 2020 that were not board meetings?~~

7 ~~A I went to almost all seventeen meetings~~  
8 ~~all over central Alabama.~~

9 ~~Q And how frequently were those meetings~~  
10 ~~conducted?~~

11 ~~A Well, those were conducted in about a~~  
12 ~~four month period all over central Alabama back~~  
13 ~~when we started the organization.~~

14 ~~Q Okay. Did you attend any other meetings~~  
15 ~~of Region 2020?~~

16 ~~A I'm sure, off and on, I did attend~~  
17 ~~public hearings and just as an interested citizen,~~  
18 ~~not necessarily as Chairman of board. But I~~  
19 ~~certainly attended educational functions because~~  
20 ~~of my role and my interest in education, but also~~  
21 ~~attended a few other public hearings on issues~~  
22 ~~over the period of time.~~

23 ~~Q Did the board do any of its work through~~



1 ~~committees?~~

2 ~~A Not not really. The executive~~

3 ~~committee was the strongest organized group. And~~

4 ~~basically, we did not function by committees. We~~

5 ~~had a strong, lean staff with the Executive~~

6 ~~Director and a secretary, basically. And then we~~

7 ~~hired somebody part time to assist with public~~

8 ~~information and that kind of thing.~~

9 ~~Q To whom did the Executive Director~~

10 ~~report?~~

11 ~~A To the executive committee.~~

12 ~~Q And were you on the executive committee?~~

13 ~~A I was.~~

14 ~~Q For this entire time?~~

15 ~~A Yes.~~

16 ~~Q And was the Executive Director~~

17 ~~responsible to the executive committee?~~

18 ~~A Yes.~~

19 ~~Q Did the executive committee direct, at~~

20 ~~least in broad terms, the activities of the~~

21 ~~Executive Director?~~

22 ~~A Yet. But I think it's fair to say that~~

23 ~~the mission of Region 2020 is to implement the~~

1 ~~citizen developed goals from those seventeen~~  
2 ~~meetings that we had all over central Alabama.~~  
3 ~~In other words, it was not an executive~~  
4 ~~committee driven organization, nor was it a full~~  
5 ~~bore driven organization. It was, these are the~~  
6 ~~goals the citizens have come up with, now, do what~~  
7 ~~you can to try to implement those.~~

8 ~~Q And was the Executive Director's~~  
9 ~~function primarily one of implementation of those~~  
10 ~~goals?~~

11 ~~A It was.~~

12 ~~Q Did the board, itself, set the goals?~~

13 ~~A Citizens set the goals.~~

14 ~~Q Okay. Once the goals were recommended~~  
15 ~~and suggested by citizens, did the board determine~~  
16 ~~which would be pursued and which would not?~~

17 ~~A Well, I mean, the mission is to pursue~~  
18 ~~all of them. That sounds very idealistic, but~~  
19 ~~that was the goal anyway. So we didn't pick and~~  
20 ~~choose.~~

21 ~~Q Did you prioritize?~~

22 ~~A We didn't. The citizens did, the~~  
23 ~~Birmingham Museum of Art.~~

1       ~~Q    Okay.  Now, to whom was the Executive~~  
2       ~~Director expected to turn for advice and help in~~  
3       ~~the event that the Executive Director encountered~~  
4       ~~some difficulty in performing the job?~~

5       ~~A    She would talk certainly to members of~~  
6       ~~the board, members of the executive committee.~~  
7       ~~And then because of the citizen-driven nature of~~  
8       ~~the organization, she would also talk to experts~~  
9       ~~in the field.~~

10      ~~For example, she might talk to the chief of~~  
11      ~~police in Birmingham, as well as the Sheriff of~~  
12      ~~Jefferson County about law enforcement issues,~~  
13      ~~even though those individuals were not on the~~  
14      ~~executive committee or on the board, to my~~  
15      ~~knowledge, if I'm remembering correctly.~~

16      ~~But that's just an example.  In other words,~~  
17      ~~you went for resources across the area in the~~  
18      ~~particular topic area of interest or work area at~~  
19      ~~that point, somebody from waste management,~~  
20      ~~whatever.~~

21      ~~But certainly, you know, try to respect the~~  
22      ~~goals that the citizens had come up with.~~

23      ~~MR. HUDSON:~~

1 ~~----- I don't have any further questions,~~

2 ~~----- Dr. Berte. Thank you.~~

3 ~~----- EXAMINATION~~

4 ~~BY MR. PATERSON:~~

5 Q Dr. Berte, my name is Charlie Paterson.

6 I represent Regions in this litigation. I have  
7 just a very few questions for you.

8 During the course of your relationship with  
9 Region 2020, are you aware of any violation of  
10 this license agreement that has been identified, I  
11 think, as Exhibit Number One Thirty-seven?

12 A I am not. And I do think, as a member  
13 of the executive committee, I would have known if  
14 something like that came up. But I don't recall  
15 ever.

16 ~~Q If Regions 2020 violated the license and~~  
17 ~~used the name in a way that was offensive to~~  
18 ~~Regions Bank, would you, as an executive committee~~  
19 ~~member, expect to hear from Regions Bank?~~

20 ~~A I would. And I don't mean to be out of~~  
21 ~~line here. But it is Region 2020. It's not~~  
22 ~~Regions 2020. And I don't~~

23 ~~Q Did I say "Regions"? I'm sorry if I~~

1 ~~did.~~

2 ~~A You did. But I just want to be sure.~~

3 ~~Q Okay.~~

4 ~~A In fact, we even set it up in such a way~~  
5 ~~that Region 2020, I think the N actually, with the~~  
6 ~~logo, runs into the first 2.~~

7 Q Did Regions Bank or Regions Financial  
8 always participate in Region 2020 as a supporter  
9 and a contributor?

10 A You use the word "always". I'll just  
11 qualify and say to my knowledge, they usually  
12 did. And again, it's just another example. Both  
13 AmSouth and Regions have been great community  
14 citizens. So, yes, they typically were one of the  
15 funders of the organization.

16 Q Take a look at this Exhibit One-ten that  
17 was placed in front of you. Look at the last page  
18 of it. This is a copy of a letter that was cc'd  
19 to you on November 2nd, 1997. Do you see that?

20 A Yes.

21 Q Look down at the directors. Am I  
22 correct in understanding that this is the board of  
23 directors of Region 2020 at the time shown here,

1 November of 1997?

2 A I believe that's correct.

3 Q Now, if you look down on that list, you  
4 see the name Stan Mackin, Mr. Stan Mackin. It's  
5 about halfway down.

6 A Yes, sir.

7 Q Do you know Stan Mackin?

8 A I do.

9 Q Who is he?

10 A He's the retired chairman of the board  
11 of Regions Bank.

12 Q Okay. And was Stan Mackin on the board  
13 of directors of Region 2020 in November of '97?

14 A Yes, sir.

15 Q Now, I also see down -- look down below  
16 Mr. Mackin's name. There's a name, Alton Parker.  
17 Is that the lawyer at the Spain Gillon firm that  
18 assisted Region 2020 with this license agreement?

19 A It is. And I can also say that Alton  
20 was one of the original forty or so folks that  
21 served as a volunteer and came to all those  
22 meetings we had that decided what the organization  
23 could look like. And I see Dowd Ritter's name

1       there too, in response. I want to be honest about  
2       that.

3           Q       So that's the Dowd Ritter that is  
4       currently the chairman of Regions Bank?

5           A       That's correct.

6           Q       Do you know a lady named Sheila Blair?

7           A       I do.

8           Q       Do you know whether or not Sheila Blair  
9       has ever served on the board of directors of  
10      Regions Financial?

11          A       I do. She did.

12          Q       Does she still serve?

13          A       I think she's fully retired. If she  
14      does, I'm not aware that she's currently serving.  
15      But she did at one point.

16      ~~Q       Now, when did you become aware that~~  
17      ~~Southern Christian University had changed its name~~  
18      ~~to Regions University?~~

19      ~~A       Well, no offense. But it was when I got~~  
20      ~~the phone call from Dr. Turner.~~

21      ~~Q       And tell me about that phone call. When~~  
22      ~~was it and what was discussed?~~

23      ~~A       It was within the last two to three~~

1 ~~months. And you left me a number of messages~~  
2 ~~indicating that we needed to talk, and left me~~  
3 ~~your cell phone. And I called back and you called~~  
4 ~~back. And we missed each other and finally we~~  
5 ~~connected.~~

6 ~~Q And what was the substance of that~~  
7 ~~conversation, just in your own words?~~

8 ~~A Just asked me about the relationship~~  
9 ~~between Region 2020 and Regions Bank. And that's~~  
10 ~~it was a pretty short conversation, reminded me~~  
11 ~~that we had met at the university years ago. And~~  
12 ~~I appreciated that. But that that was also~~  
13 ~~part of our conversation.~~

14 ~~Q Did he tell you that Southern Christian~~  
15 ~~University had changed its name to Regions~~  
16 ~~University?~~

17 ~~A I think so. I think that's where I~~  
18 ~~first learned that the change had taken place.~~

19 ~~Q Did you have any discussion with Dr.~~  
20 ~~Turner as to why they changed their name?~~

21 ~~A Not to my knowledge.~~

22 ~~Q Did you talk about this lawsuit that~~  
23 ~~you're here today testifying in?~~



1 ~~----- A ----- No. I asked what was going on. And I~~  
2 ~~----- can't remember the exact words. But it was~~  
3 ~~----- pointed out that there was some confusion and~~  
4 ~~----- questions being raised about Regions University,~~  
5 ~~----- the new name for Southern Christian and the bank.~~

6 ~~----- Q ----- What did he tell you about that~~  
7 ~~----- confusion?~~

8 ~~----- A ----- Well, he just wanted to know from my~~  
9 ~~----- perspective about Region 2020. And I was a little~~  
10 ~~----- bit confused and a little more dense, I guess,~~  
11 ~~----- than I am this morning. But it took me a while to~~  
12 ~~----- really connect as to what issue we had.~~

13 Q Now, you were Chancellor of Birmingham  
14 Southern College for how long?

15 A Let's see. Two and a half years. Till  
16 this past December 31st, '06.

17 Q And you have been in the education  
18 business a number of years, haven't you?

19 A I have.

20 Q Are you aware of a situation where  
21 schools sometimes change their names to reflect  
22 the influence of financial support of Donors?

23 A I am.

1 Q Can you give me an example of some of  
2 those?

3 A Well, I mean, there are all sorts of  
4 motivations for changing names. Southwestern  
5 University certainly did that.

6 Q What about Duke University?

7 A Duke did that, certainly. Babson  
8 College up in New York State. I mean, there are a  
9 number of schools.

10 Q Did Oral Roberts do that?

11 A Sure.

12 Q Now, if a school -- if a college changed  
13 its name to Wachovia University or SunTrust  
14 University, would you think or wonder if those  
15 schools were associated with the banks by those  
16 respective names?

17 ~~MR. HUDSON:~~

18 ~~Object to the form of the question.~~

19 ~~THE WITNESS:~~

20 I would. I mean, those are -- those  
21 are direct links to very visible  
22 corporate entities. So -- so I  
23 would.

1 ~~BY MR. PATERSON:~~

2 ~~Q Other than your chats with Dr. Turner,~~  
3 ~~have you had any chats with anybody else about~~  
4 ~~this deposition today or about this lawsuit?~~

5 ~~A I did call Ann Florie, who was the~~  
6 ~~former Executive Director, since I'm in the same~~  
7 ~~building with her, and asked her if she had been~~  
8 ~~subpoenaed. And she said she had not been.~~

9 ~~And we both sort of agreed we wouldn't talk~~  
10 ~~further. And she said, you really need to talk to~~  
11 ~~Dalton to get a copy of that form that I raised~~  
12 ~~with her that I said back in the back of my mind.~~

13 ~~And so I called then Dalton who was down at~~  
14 ~~the beach, Dalton Smith. And he said he would~~  
15 ~~have his secretary fax me a copy, and she did.~~

16 ~~Q Have you talked to anyone else about it?~~

17 ~~A No.~~

18 ~~Q Have you talked to Mr. Hudson, here?~~

19 ~~A I'm sorry. He called -- I called him~~  
20 ~~the other day because I couldn't figure out what~~  
21 ~~was going on. His secretary said something about~~  
22 ~~I was going to get a subpoena.~~

23 ~~And my secretary didn't ask enough questions~~

1 ~~that I thought, well, this is a bit of I have~~  
2 ~~no idea what this is about. So I called back and~~  
3 ~~asked.~~

4 ~~Q Did Tom tell you what the case was~~  
5 ~~about?~~

6 ~~A Yeah. I mean~~

7 ~~Q What did he tell you?~~

8 ~~A Just~~

9 ~~Q In your own words.~~

10 ~~A Just that it would be helpful if I would~~  
11 ~~testify as one of the persons involved in the~~  
12 ~~early operation of Region 2020.~~

13 ~~Q Did he ask you to testify to any~~  
14 ~~particular thing or anything like that?~~

15 ~~A He did not.~~

16 ~~MR. PATERSON:~~

17 ~~I don't have any further questions.~~

18 ~~Thank you so much though.~~

19 ~~EXAMINATION~~

20 ~~BY MR. HUDSON:~~

21 ~~Q I've got just a couple and then we'll be~~  
22 ~~through. Do you recall that when Dr. Turner~~  
23 ~~called you that you told him that you were unable~~

1 ~~to connect Region 2020 with Regions Bank?~~

2 ~~A Well, I said, "I'm having difficulty~~

3 ~~trying to figure out what this is really all~~

4 ~~about." And then I finally did as we talked~~

5 ~~further. But I wasn't even clear then other than~~

6 ~~in the back of my mind.~~

7 ~~And when I hung up the phone, I talked to my~~

8 ~~secretary, who's been with me for thirty one~~

9 ~~years. And I thought that's what it was.~~

10 ~~Q Before you talked to your secretary, did~~

11 ~~you even remember that you had signed Exhibit One~~

12 ~~Thirty seven?~~

13 ~~A I remembered that there was some~~

14 ~~conversation, some issue back there early on. But~~

15 ~~I'll be honest with you, until I sat and thought~~

16 ~~about it, I didn't didn't put together the I~~

17 ~~didn't remember the agreement. And so~~

18 ~~Q And do you remember after the date that~~

19 ~~the agreement was signed, anything coming up about~~

20 ~~the subject of the agreement at all at any time?~~

21 ~~A I don't. And I think I would have known~~

22 ~~if Regions was upset with Region 2020. I think I~~

23 ~~would have known about that.~~

1       ~~MR. HUDSON:~~

2       ~~Thank you, sir.~~

3       ~~MR. PATERSON:~~

4       ~~Thank you.~~

5

6       FURTHER, DEPONENT SAITH NAUGHT.

7                       \* \* \* \* \*

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CERTIFICATE

STATE OF ALABAMA:  
COUNTY OF MOBILE:

I, David Michael Camp, a Notary Public in and  
for the State of Alabama at Large, hereby certify  
that the within-named witness, NEAL BERTE, who was  
made known to me, was, by me, first duly sworn to  
speak the truth, the whole truth, and nothing but  
the truth in the case aforesaid; that the  
testimony then given by said witness was, by me,  
reduced to shorthand in the presence of said  
witness, afterwards transcribed; and that the  
foregoing is a true and correct transcription of  
the testimony so given by the witness as  
aforesaid.

I further certify that this deposition was  
taken at the time and place as specified in the  
foregoing caption and was completed without  
adjournment.

I further certify that I am not a relative,  
counsel or attorney for either party, or otherwise  
interested in the outcome of this action.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my seal at Mobile, Alabama on  
this, the 16th day of August, 2007.

David Michael Camp  
Notary Public in and  
For Alabama at Large.

My Commission expires February 20, 2008.



IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

REGIONS ASSET COMPANY,

Plaintiff,

Vs.

CIVIL ACTION NO.

2:06CV882-MHT

REGIONS UNIVERSITY, INC.,

Defendant.

\* \* \* \* \*

TELEPHONIC DEPOSITION OF PATSY FULGHUM,

taken pursuant to stipulation and agreement before  
Lisa J. Green, Registered Professional Reporter and  
Commissioner for the State of Alabama at Large, in  
the Law Offices of Balch & Bingham, Suite 200, 105  
Tallapoosa Street, Montgomery, Alabama on  
Wednesday, August 15, 2007, commencing at  
approximately 3:00 p.m.

\* \* \* \* \*

APPEARANCES

FOR THE PLAINTIFF:

Mr. Charles B. Paterson  
BALCH & BINGHAM  
Attorneys at Law  
Suite 200  
105 Tallapoosa Street  
Montgomery, Alabama 36104

FOR THE DEFENDANT:

Mr. Victor T. Hudson (via telephone)  
HUDSON & WATTS  
Attorneys at Law  
Suite 2500  
One St. Louis Centre  
Mobile, AL 36602

\* \* \* \* \*

EXAMINATION INDEX

PATSY FULGHUM

BY MR. PATERSON . . . . . 4

(No exhibits were marked to this deposition.)

## 1 STIPULATION

2 It is hereby stipulated and agreed by and  
3 between counsel representing the parties that the  
4 deposition of PATSY FULGHUM is taken pursuant to  
5 the Federal Rules of Civil Procedure and that said  
6 deposition may be taken before Lisa J. Green,  
7 Registered Professional Reporter and Commissioner  
8 for the State of Alabama at Large, without the  
9 formality of a commission, that objections to  
10 questions other than objections as to the form of  
11 the question need not be made at this time but may  
12 be reserved for a ruling at such time as the said  
13 deposition may be offered in evidence or used for  
14 any other purpose by either party provided for by  
15 the Statute.

16 It is further stipulated and agreed by and  
17 between counsel representing the parties in this  
18 case that the filing of said deposition is hereby  
19 waived and may be introduced at the trial of this  
20 case or used in any other manner by either party  
21 hereto provided for by the Statute regardless of  
22 the waiving of the filing of the same.

23 It is further stipulated and agreed by and

1 between the parties hereto and the witness that the  
2 signature of the witness to this deposition is  
3 hereby not waived.  
4

5 \* \* \* \* \*

6  
7 PATSY FULGHUM

8 The witness, after having first been duly  
9 sworn to speak the truth, the whole truth and  
10 nothing but the truth testified as follows:

11 EXAMINATION

12 ~~BY MR. PATERSON:~~

13 ~~Q. Ms. Fulghum, as I indicated to you, my name~~  
14 ~~is Charlie Paterson. I'm a lawyer for~~  
15 ~~Regions Bank, and I've got a series of~~  
16 ~~questions for you. And I'll try to move~~  
17 ~~through this rapidly because we're taking a~~  
18 ~~telephone deposition and taking up~~  
19 ~~everybody's your time and everybody~~  
20 ~~else's.~~

21 ~~A. Okay.~~

22 ~~Q. If you have any questions or you if I'm~~  
23 ~~unclear or you don't understand a question,~~

1 ~~please tell me and I'll rephrase it. Okay?~~

2 ~~A. All right.~~

3 Q. I need you to state your whole name for the  
4 record and then your residence address,  
5 please.

6 A. Patsy Mott Fulghum. And my address is 62  
7 Wateree Key Drive, Greensboro, South  
8 Carolina 29180.

9 ~~Q. Okay. Where are you located now?~~

10 ~~A. I'm at home.~~

11 ~~Q. You're at home?~~

12 ~~A. Yes.~~

13 Q. Okay. By whom are you employed?

14 A. Regions University.

15 Q. What are your duties with Regions  
16 University?

17 A. I'm the director of student services.

18 Q. Okay. And give me-- tell me what the  
19 director of student services does.

20 A. I basically handle student problems. I  
21 work with the appeals committee and the ADA  
22 as ADA coordinator and handle problems that  
23 may occur for students at the university.

1 ~~Q. What kind of thing would be appealed? Tell~~  
2 ~~me about that.~~

3 ~~A. Just if we have students with problems and~~  
4 ~~maybe just any type problem, and they~~  
5 ~~would appeal it to the committee.~~

6 ~~Q. A problem with a grade or a problem with a~~  
7 ~~course? What kind of problem? Personal~~  
8 ~~problems? What kind of problems typically?~~

9 ~~A. Primarily grades and the courses and maybe~~  
10 ~~registration. They may have had problems~~  
11 ~~with registration. Just anything that a~~  
12 ~~student has that the appeals committee can~~  
13 ~~address and help them with it.~~

14 ~~Q. Tell me what the appeals committee is.~~

15 ~~A. The appeals committee is basically for~~  
16 ~~students when they need assistance and no~~  
17 ~~one due to policy, someone cannot do~~  
18 ~~anything about it and then they go to the~~  
19 ~~appeals committee to appeal any problem~~  
20 ~~they may have, and so the committee~~  
21 ~~addresses that.~~

22 ~~Q. Can you tell me who currently serves on the~~  
23 ~~appeals committee?~~

1 ~~— A. Yes. It's Dr. Stanley Patterson, Dr. — I~~

2 ~~— mean, I'm sorry. Dr. Stanley Patterson,~~

3 ~~— Rick Johnson, Barbara Turner, Anita Crosby,~~

4 ~~— Elaine Tarence —~~

5 ~~— Q. Does Tarence start with a T?~~

6 ~~— A. Tarence, yes.~~

7 ~~— and Rosemary Kennington.~~

8 ~~— Q. Do you know where they all live?~~

9 ~~— A. No, I don't.~~

10 ~~— Q. Do any of them live in Montgomery, Alabama?~~

11 ~~— A. I'm not sure.~~

12 ~~— Q. Okay. Have you ever had occasion to come~~

13 ~~— to Montgomery, Alabama and perform services~~

14 ~~— for Regions University?~~

15 ~~— A. Yes, I've been on campus.~~

16 ~~— Q. When is the last time you were on campus?~~

17 ~~— A. It's been several months ago. I'm really~~

18 ~~— not sure, but it's been, I want to —~~

19 ~~— before Christmas, but I'm not sure.~~

20 Q. How many times have you been on campus?

21 A. Probably three times.

22 Q. Okay. And how long have you worked for

23 Regions University?

1 A. Approximately a year and a few months.

2 Q. Do you work from an office or do you work  
3 from home?

4 A. I work from home. I have an office in my  
5 home.

6 ~~Q. In a typical day's activities, give me an~~  
7 ~~idea of what you do in a typical day for~~  
8 ~~Regions University.~~

9 ~~A. Basically what I stated prior to with the~~  
10 ~~committees. I work with the committees,~~  
11 ~~and I work with students. At certain~~  
12 ~~times, if we're -- you know, someone is~~  
13 ~~out, I may answer the phone for them or~~  
14 ~~catch something. But most of the time,~~  
15 ~~it's what I stated prior to.~~

16 Q. Are you obligated to put in an eight-hour  
17 day or is your time flexible?

18 A. My time is basically a standard eight-hour  
19 day, 40 hours a week.

20 Q. And when do you start and when do you stop?

21 A. I start at eight o'clock Eastern Time, and  
22 I'm off at five o'clock in the afternoon.

23 ~~Q. And I know the number I called you the~~



1 ~~number I called today is your work number?~~

2 ~~A. Yes.~~

3 Q. Is most of your contact with people on  
4 behalf of Regions University, is that done  
5 by telephone --

6 A. Yes.

7 Q. -- and the computer?

8 A. Yes.

9 Q. So e-mails and conference calls on the  
10 telephone?

11 A. Yes.

12 Q. Do you have occasion to see anybody in  
13 person while performing duties for Regions  
14 University?

15 A. No.

16 ~~Q. Do you have any kind of other employment~~  
17 ~~other than your employment for Regions~~  
18 ~~University?~~

19 ~~A. No.~~

20 ~~Q. How did you get your job with Regions?~~

21 ~~A. I was just hired as an advisor.~~

22 ~~Q. You were hired as an advisor?~~

23 ~~A. Yes, I was hired as an advisor.~~

1 ~~Q. Did you apply for~~

2 ~~A. I applied~~

3 ~~Q. work there or~~

4 ~~A. Yes.~~

5 ~~Q. How did you even know about it?~~

6 ~~A. I just had a friend that informed me of the~~

7 ~~job, and I applied for it.~~

8 ~~Q. Who was that friend?~~

9 ~~A. Well, actually, he was let me think. It~~

10 ~~was Dr. John White. He was actually my~~

11 ~~previous boss at another job prior to~~

12 ~~working for here, and he he was the one~~

13 ~~that contacted me. He was also a friend of~~

14 ~~mine.~~

15 ~~Q. Okay. So he solicited you to see if you~~

16 ~~wanted to come to work there, right?~~

17 ~~A. Yes, to see if I was interested in the job.~~

18 ~~Q. And you were, and you submitted an~~

19 ~~application?~~

20 ~~A. Correct.~~

21 ~~Q. Who did you submit that to?~~

22 ~~A. To Regions University.~~

23 ~~Q. Here in Montgomery?~~

1 ~~A. Yes.~~

2 Q. How are you compensated?

3 A. I'm paid by salary.

4 Q. Do you receive a monthly salary or a weekly  
5 salary?

6 A. A monthly salary.

7 ~~Q. Okay. Do you receive any payment for~~  
8 ~~overtime if you have occasion to work~~  
9 ~~overtime?~~

10 ~~A. No.~~

11 ~~Q. Do you know the difference between an~~  
12 ~~exempt employee and a non-exempt employee~~  
13 ~~for overtime purposes?~~

14 ~~A. If you can explain that, I would appreciate~~  
15 ~~it.~~

16 ~~Q. Are you part of management?~~

17 ~~A. Well, as director of student services, I'm~~  
18 ~~considered in administration.~~

19 ~~Q. So you don't get overtime if you happen to~~  
20 ~~work more than 40 hours, correct?~~

21 ~~A. No. That's correct. I don't.~~

22 ~~Q. Okay. Are you eligible for any type of~~  
23 ~~bonus arrangement?~~

1 ~~A. No.~~

2 ~~Q. Do you ever have occasion to when you~~  
3 ~~say you sometimes answer the phone, are you~~  
4 ~~answering the phone of people that have~~  
5 ~~inquiries prospective students that have~~  
6 ~~inquiries about the school?~~

7 ~~A. Yes.~~

8 ~~Q. What percentage of your time is taken up~~  
9 ~~with talking with prospective students as~~  
10 ~~opposed to existing students?~~

11 ~~A. Probably about five percent of the time.~~

12 ~~Q. Is prospective students?~~

13 ~~A. Yes. It depends on the time, but probably~~  
14 ~~five to ten percent of the time.~~

15 ~~Q. Okay. Now, when prospective students call,~~  
16 ~~do you get any kind of bonus or any kind of~~  
17 ~~additional compensation for signing them up~~  
18 ~~as students?~~

19 ~~A. No.~~

20 ~~Q. Are you aware of anybody who works for~~  
21 ~~Regions University that gets any kind of~~  
22 ~~additional compensation or a bonus for~~  
23 ~~signing up students?~~

1 ~~A. No.~~

2 ~~Q. What was your prior employment? What did~~

3 ~~you do?~~

4 ~~A. I worked for Alabama Southern Community~~

5 ~~College in Alabama.~~

6 ~~Q. And where is that located?~~

7 ~~A. My campus was in Jackson, Alabama.~~

8 ~~Q. Did you have any experience as a recruiter~~

9 ~~there?~~

10 ~~A. Yes, I did.~~

11 ~~Q. Tell me what you did for them.~~

12 ~~A. When I left them, I was the director of a~~

13 ~~campus of Jackson campus. I was the~~

14 ~~coordinator of federal programs, of three~~

15 ~~federal programs.~~

16 ~~Q. Have you had any experience as a telephone~~

17 ~~operator?~~

18 ~~A. Yes, I have.~~

19 ~~Q. Tell me about that.~~

20 ~~A. It was a similar fashion. If someone was~~

21 ~~out, I caught the phone.~~

22 ~~Q. And just catching the general phone for the~~

23 ~~school phone number for the school?~~

1 ~~A. Yes.~~

2 ~~Q. Now, you're there in your home in North~~

3 ~~Carolina, correct?~~

4 ~~A. South Carolina.~~

5 ~~Q. South Carolina. I'm sorry.~~

6 ~~Is anybody there with you in the room?~~

7 ~~A. No.~~

8 ~~Q. Do you have any books or reports or records~~

9 ~~or any kind of documents of any type that~~

10 ~~you have there with you?~~

11 ~~A. I don't understand what you're asking.~~

12 ~~MR. HUDSON: Is there any~~

13 ~~relevance to this?~~

14 ~~MR. PATERSON: Yeah. Yeah. Yeah.~~

15 ~~Q. I'm trying to find out if you've got any~~

16 ~~list or documents or anything in any~~

17 ~~written materials or anything on your~~

18 ~~computer screen that you are referring to~~

19 ~~when you're answering these questions.~~

20 ~~A. No.~~

21 ~~Q. You just have your normal records that~~

22 ~~you~~

23 ~~A. Yes.~~

1 ~~Q. that are normally in your office?~~

2 ~~A. Just my normal records.~~

3 ~~Q. Have you talked to anyone before about this~~

4 ~~lawsuit that's going on here entitled~~

5 ~~Regions Financial versus Regions~~

6 ~~University?~~

7 ~~MR. HUDSON: Excuse me. Before~~

8 ~~you answer you can answer~~

9 ~~as to whether or not you've~~

10 ~~talked to me or another~~

11 ~~lawyer, but, please, don't~~

12 ~~disclose the content of any~~

13 ~~conversation with me or~~

14 ~~another lawyer.~~

15 ~~A. I've talked with the lawyer and~~

16 ~~Q. You talked with Mr. Hudson?~~

17 ~~A. Yes.~~

18 ~~Q. Okay. Who else have you talked with about~~

19 ~~the case?~~

20 ~~A. Just general talk with the college, and~~

21 ~~that's it.~~

22 ~~Q. Have you talked to Dr. Turner about it?~~

23 ~~A. Yes, I have.~~

1 ~~MR. HUDSON: And let me say that~~  
2 ~~any conversation that she had~~  
3 ~~with Dr. Turner or anybody~~  
4 ~~else that I was not a~~  
5 ~~participant in, you may fully~~  
6 ~~answer with regard to that.~~  
7 ~~But if it was a conversation~~  
8 ~~that we participated in,~~  
9 ~~please don't answer about~~  
10 ~~that.~~

11 Q. How many times have you talked to  
12 Dr. Turner about this lawsuit?

13 A. I would say probably three times.

14 ~~Q. On each of those occasions, were any of the~~  
15 ~~lawyers present?~~

16 ~~A. Yes.~~

17 ~~Q. On one of them or two of them or three of~~  
18 ~~them?~~

19 ~~A. On one occasion.~~

20 ~~Q. On the occasions that where a lawyer was~~  
21 ~~not present, were those occasions on the~~  
22 ~~telephone when you talked to Dr. Turner?~~

23 ~~A. Yes.~~



1 ~~Q. And what did he tell you about the case?~~

2 ~~A. He just gave me informed me that there~~

3 ~~was a case and with no details. That~~

4 ~~was it. He just told me that there was a~~

5 ~~case against the school based on the name.~~

6 ~~Q. Can you remember anything else he told you?~~

7 ~~A. That's all I can remember.~~

8 ~~Q. What did he ask you to do regarding the~~

9 ~~case?~~

10 ~~A. He really didn't ask me to do anything.~~

11 ~~Q. Did someone ask you to give a deposition in~~

12 ~~the case?~~

13 ~~A. I was told that there would be a deposition~~

14 ~~when the lawyer when I talked with the~~

15 ~~lawyer, and that was all.~~

16 ~~Q. Okay. Other than Dr. Turner, have you~~

17 ~~talked to anybody else at the school about~~

18 ~~the case?~~

19 ~~A. No, not really, nothing in depth. We were~~

20 ~~informed there was a case, and that's all~~

21 ~~we know.~~

22 ~~Q. Have you ever been informed or given any~~

23 ~~information to give prospective students or~~

1 ~~prospective callers that call in wanting to~~  
2 ~~know about the case?~~

3 ~~A. Not that I recall.~~

4 ~~Q. Have you ever had anybody call you and ask~~  
5 ~~you about the lawsuit that's going on?~~

6 ~~A. No, I haven't.~~

7 Q. Have you ever had anybody call you and ask  
8 you if Regions University was in any way  
9 connected with or affiliated with Regions  
10 Bank?

11 A. Yes, I have been called.

12 Q. Tell me about that.

13 A. The person that called in asked me if we  
14 were affiliated with Regions Bank, and I  
15 said, no, that we were Regions University.

16 Q. How did you know that Regions Bank wasn't  
17 affiliated with Regions University?

18 A. Because I work with the university, and I  
19 know we have no ties with Regions Bank.

20 Q. You just know -- that's your own personal  
21 knowledge?

22 A. Yes.

23 ~~Q. Okay. When you lived in Alabama, did you~~

1 ~~bank at Regions Bank?~~

2 ~~A. No.~~

3 Q. And is it fair to say you were aware that  
4 Regions Bank was a major bank in Alabama?

5 A. I'm familiar with Regions Bank, yes.

6 Q. When was that call when somebody called in  
7 and asked that question of you?

8 A. I can't recall. It's been so long ago that  
9 I just -- I can't recall exactly when it  
10 was.

11 Q. Do you think it was this calendar year in  
12 '07?

13 A. I'm just not sure.

14 Q. So you don't know whether it was '06 or  
15 '07?

16 A. I don't.

17 Q. Is that the only call you've ever gotten  
18 with an inquiry of that nature?

19 A. Yes.

20 Q. Are you aware of any of your colleagues  
21 that work for the school that have received  
22 questions of that nature over the  
23 telephone?

1 A. One other.

2 Q. What's that person's name?

3 A. Carolyn --

4 Q. Hughes?

5 A. Hughes, yes.

6 ~~Q. What did Ms. Hughes tell you about her~~

7 ~~call?~~

8 ~~A. I can't remember. It's been so long ago, I~~

9 ~~really can't remember exactly what her call~~

10 ~~was like. We briefly talked, and that was~~

11 ~~it. And I can't even recall the~~

12 ~~conversation it's been so long ago.~~

13 ~~Q. Where does Ms. Hughes live? Do you know?~~

14 ~~A. She lives in Arkansas.~~

15 ~~Q. Do you know how Ms. Hughes came to work for~~

16 ~~Regions University?~~

17 ~~A. No, I don't.~~

18 ~~Q. How long have you known Ms. Hughes?~~

19 ~~A. Since I've been employed with the~~

20 ~~university.~~

21 ~~Q. Now, I think I've gone through some~~

22 ~~questions about anyone you've talked to~~

23 ~~about the case. Can you remember anyone~~

1 ~~else you've talked to about this case?~~

2 ~~A. Not that I can remember.~~

3 Q. Have you talked to anybody else about  
4 Regions University and Regions Bank?

5 A. No, I haven't.

6 Q. Has anybody ever sent you any e-mails  
7 making inquiry about Regions University and  
8 Regions Bank and any possible connection?

9 A. No.

10 ~~Q. Have you ever visited the Regions Bank Web~~  
11 ~~site?~~

12 ~~A. No.~~

13 ~~Q. Have you ever visited Regions University's~~  
14 ~~Web site?~~

15 ~~A. Regions University, yes.~~

16 ~~Q. Do you make do you routinely make use of~~  
17 ~~your company's I mean school's Web site?~~

18 ~~A. Yes. I'm on our Web site daily.~~

19 ~~Q. What do you do on the Web site? How do you~~  
20 ~~use it?~~

21 ~~A. If a student calls in for information, we~~  
22 ~~have a request for information on our Web~~  
23 ~~site that we if they have not filled it~~

1 ~~out, we fill out the request for~~  
2 ~~information for that student or~~  
3 ~~prospective student I should say.~~

4 Q. Was the person that called you and asked  
5 about Regions Bank in connection with  
6 Regions University, was that a prospective  
7 student?

8 MR. HUDSON: If you know.

9 A. I don't know that that was -- That was the  
10 whole conversation. It was based on --  
11 What I told you was pretty well the primary  
12 conversation.

13 Q. And they didn't identify themselves?

14 A. No, they did not.

15 ~~Q. Do you have any kind of recording or~~  
16 ~~anything of that call?~~

17 ~~A. No, I don't.~~

18 ~~Q. Have you had any conversations with Anita~~  
19 ~~Crosby about this lawsuit?~~

20 ~~A. She informed me of the time of the~~  
21 ~~deposition. She's the one that coordinated~~  
22 ~~this with me and the lawyer and you.~~

23 ~~Q. And I want to be careful with you. I want~~

1 ~~\_\_\_\_\_ to know about conversations you had with~~

2 ~~\_\_\_\_\_ Ms. Crosby not in the presence or not on~~

3 ~~\_\_\_\_\_ the phone with a lawyer. Okay?~~

4 ~~\_\_\_\_\_ Did Ms. Crosby tell you anything about~~

5 ~~\_\_\_\_\_ what the case was about?~~

6 ~~\_\_\_\_\_ A. No. She was in the meeting with the~~

7 ~~\_\_\_\_\_ lawyer.~~

8 ~~\_\_\_\_\_ Q. Who do you report to in your job?~~

9 ~~\_\_\_\_\_ A. Dr. Stanley Patterson and Dr. Rex Turner.~~

10 ~~\_\_\_\_\_ Q. Where is Dr. Patterson located?~~

11 ~~\_\_\_\_\_ A. He's in north Alabama.~~

12 ~~\_\_\_\_\_ Q. Do you know where?~~

13 ~~\_\_\_\_\_ A. No, I don't.~~

14 ~~\_\_\_\_\_ Q. Do you communicate with him by telephone~~

15 ~~\_\_\_\_\_ and e mail?~~

16 ~~\_\_\_\_\_ A. Yes.~~

17 ~~\_\_\_\_\_ Q. Have you ever met him?~~

18 ~~\_\_\_\_\_ A. Not in person.~~

19 ~~\_\_\_\_\_ Q. Have you ever met Dr. Turner in person?~~

20 ~~\_\_\_\_\_ A. Yes.~~

21 ~~\_\_\_\_\_ Q. How many times?~~

22 ~~\_\_\_\_\_ A. The three times that I was on campus.~~

23 ~~\_\_\_\_\_ Q. Okay. Have you ever attended \_\_\_\_\_ I think~~

1 ~~we've talked about your in-person meetings,~~  
2 ~~and I think we've talked about your~~  
3 ~~telephone conferences.~~

4 ~~Have you ever had any other kind of~~  
5 ~~meetings, like a group of employees of the~~  
6 ~~school would get together for a seminar or~~  
7 ~~anything like that or training?~~

8 ~~A. We've had training on the Web, but I~~  
9 ~~haven't had anything in person as far as~~  
10 ~~the university. I provided one training~~  
11 ~~workshop for the advisors.~~

12 ~~Q. Okay. How do you~~

13 ~~A. That was in person.~~

14 ~~Q. Was there What type of training program~~  
15 ~~did you receive? Can you describe that for~~  
16 ~~me?~~

17 ~~A. I was the one that provided the training,~~  
18 ~~and it was on just team building.~~

19 ~~Q. So you did team building training on~~  
20 ~~using the internet?~~

21 ~~A. No, that was on campus. That was in~~  
22 ~~person.~~

23 ~~Q. Okay. So you came to Montgomery and~~



1 ~~presented made a presentation to a group~~

2 ~~of people in person?~~

3 ~~A. Yes.~~

4 ~~Q. How long did that last?~~

5 ~~A. That was a half of a day training.~~

6 ~~Q. Was that one of the times you came to~~

7 ~~Montgomery?~~

8 ~~A. Yes, it is.~~

9 ~~Q. Where did you get your information about~~

10 ~~team building? Where did you get your~~

11 ~~expertise in that area?~~

12 ~~A. I've done some consultant work in team~~

13 ~~building and so forth within the industry~~

14 ~~over the years.~~

15 ~~Q. What is your educational background?~~

16 ~~A. My four year degree is in business, and my~~

17 ~~master's degree is in counseling.~~

18 ~~Q. Where are those degrees from?~~

19 ~~A. My four year degree is from Athens State~~

20 ~~University, and my master's degree is from~~

21 ~~West Alabama.~~

22 ~~Q. Livingston?~~

23 ~~A. Yes.~~

1 ~~Q. I don't know whether you're married or~~

2 ~~Are you married?~~

3 ~~A. Yes, I am.~~

4 ~~Q. And what was your the name under which~~

5 ~~your degrees were obtained?~~

6 ~~A. Under Patsy Mott.~~

7 ~~Q. M-O-T-T?~~

8 ~~A. Yes.~~

9 ~~Q. Can you tell me when those degrees were~~

10 ~~obtained?~~

11 ~~A. Oh, my goodness. Not really. It's been so~~

12 ~~long, I couldn't tell you the exact years.~~

13 ~~Q. I understand. I understand that pretty~~

14 ~~well. Have you received any materials in~~

15 ~~addition to what you can get off the~~

16 ~~school's Web site that help you in your~~

17 ~~job?~~

18 ~~And what I'm trying to figure out I~~

19 ~~wasn't very clear with that. What I'm~~

20 ~~trying to figure out, have they shipped you~~

21 ~~any materials in addition to what you can~~

22 ~~download or view on the Internet?~~

23 ~~A. By mail or UPS no, I haven't that I can~~

1 ~~remember. I mean, over the past year or~~  
2 ~~so, there could have been something sent to~~  
3 ~~me by mail. Sometimes I get mail there and~~  
4 ~~they send it, but I don't remember anything~~  
5 ~~specific. I mean, I could have. I just --~~  
6 ~~I just don't remember.~~

7 ~~Q. How do you get your paycheck?~~

8 ~~A. I get it by mail.~~

9 ~~Q. Does it come from Montgomery?~~

10 ~~A. Yes, it does.~~

11 ~~Q. Does ever a part of your job -- Does your~~  
12 ~~job ever include talking to prospective~~  
13 ~~students and trying to sell them on the~~  
14 ~~school or convince them that it's a good~~  
15 ~~thing to do, enroll in the school?~~

16 ~~MR. HUDSON: Object to the form.~~

17 ~~Q. You can answer.~~

18 ~~A. I'm sorry. I didn't hear that.~~

19 Q. Do you ever have occasion in the course of  
20 your job duties to try to convince somebody  
21 to attend Regions University?

22 A. As a recruiter, yes, I have.

23 Q. Do you have any recruiting tools other than

1           what you may get off the internet, the  
2           school's Web site?

3           A.    I primarily go by the Web site.

4   ~~Q.   Do you keep either some kind of record,~~  
5   ~~either paper or electronic, of the number~~  
6   ~~of calls you get from prospective students?~~

7   ~~A.   No, I don't.~~

8   ~~Q.   If you wanted to try to figure out how many~~  
9   ~~prospective students that you've helped get~~  
10   ~~enrolled there, how would I go about doing~~  
11   ~~that?~~

12   ~~A.   The students generally fill out a request~~  
13   ~~for information on the Web or we will fill~~  
14   ~~it out for them, and the request for~~  
15   ~~information is the only way I can go back~~  
16   ~~and access that.~~

17   ~~Q.   Would any request for information have a~~  
18   ~~reference to someone like yourself they've~~  
19   ~~talked to?~~

20   ~~In other words, if the school has a~~  
21   ~~record like if I have a request for~~  
22   ~~information, me personally, at the school~~  
23   ~~and I've talked to someone like you, would~~

1 ~~it make reference that I had spoken with a~~  
2 ~~representative of the school?~~

3 ~~A. I don't know. I don't know. I don't get~~  
4 ~~that information, so I don't know.~~

5 ~~Q. Do you help prospective students fill in~~  
6 ~~this form online when they call you?~~

7 ~~A. At certain times. If they have not filled~~  
8 ~~it out, I do.~~

9 ~~Q. And when you're filling it out, do you ever~~  
10 ~~make reference to the fact that they've~~  
11 ~~talked to you?~~

12 ~~A. There may be times certain times on the~~  
13 ~~comment section that I may say that I spoke~~  
14 ~~with that student on the telephone and that~~  
15 ~~they are interested in an advisor calling~~  
16 ~~them, and I will put my initials on there,~~  
17 ~~but that's only if I if they want to~~  
18 ~~talk with an advisor.~~

19 ~~Q. Now, if someone just do you have caller~~  
20 ~~ID on your phone?~~

21 ~~A. Yes, I do.~~

22 ~~Q. What does it show where does it show~~  
23 ~~this call was initiated from today we're~~

1 ~~making?~~

2 ~~A. 334-956-8143.~~

3 ~~Q. Do you have a caller ID record of the~~

4 ~~people that call in there? Does the phone~~

5 ~~company print that out for you at the end~~

6 ~~of the month, anything like that?~~

7 ~~A. No.~~

8 ~~Q. Do you keep a record of it?~~

9 ~~A. I'm sorry?~~

10 ~~Q. Do you keep a record of the date and time~~

11 ~~and numbers of calls that come in?~~

12 ~~A. No, I don't.~~

13 ~~Q. So you can't you have no record am I~~

14 ~~correct in understanding, you have no~~

15 ~~records that show how many calls you field~~

16 ~~per week?~~

17 ~~A. No, I don't have that record, no.~~

18 ~~Q. I mean, is there such a record?~~

19 ~~A. I don't know.~~

20 ~~Q. If you wanted to figure out how many calls~~

21 ~~you fielded last week, what would you do?~~

22 ~~A. The only thing I would do is my~~

23 ~~telephone does keep the caller ID for so~~

1 ~~many for a certain number of calls and~~  
2 ~~then it will drop the calls. So I can look~~  
3 ~~back, but it only records a certain number~~  
4 ~~of calls as far as I know. I've never had~~  
5 ~~to do that, so I really don't know.~~

6 ~~Q. Nobody at the school has ever asked you to~~  
7 ~~go back and say, how many people did you~~  
8 ~~talk to last month or last week?~~

9 ~~A. No.~~

10 Q. And am I right in understanding that the  
11 information you give to prospective  
12 students about the school you get off the  
13 school's Web site?

14 A. Generally, yes, either the Web site or the  
15 catalog that's on the Web site.

16 ~~Q. If I was a prospective student and called~~  
17 ~~you and asked you the question how many~~  
18 ~~undergraduate students were enrolled in the~~  
19 ~~school last year, how would you go about~~  
20 ~~finding that answer?~~

21 ~~A. I would probably contact someone at the~~  
22 ~~college and try to get that number.~~

23 ~~Q. Who would you call?~~

1 ~~— A. I'd probably call Barbara Turner in the~~  
2 ~~— business office.~~

3 ~~— Q. Do you know how many undergraduates were~~  
4 ~~— enrolled last year at the school?~~

5 ~~— A. I really don't.~~

6 ~~— Q. Have you got any judgment? I mean, is it a~~  
7 ~~— hundred or 500 or a thousand?~~

8 ~~— A. I don't — I don't know.~~

9 ~~— Q. Do you know how many are enrolled right~~  
10 ~~— now?~~

11 ~~— A. No, I don't.~~

12 ~~— Q. Do you know what the current tuition is for~~  
13 ~~— a prospective student in the undergraduate~~  
14 ~~— program?~~

15 ~~— A. Yes, I do.~~

16 ~~— Q. How much is that?~~

17 ~~— A. 250 per credit hour.~~

18 ~~— Q. And where do you get that information from?~~

19 ~~— A. It's on the Web site.~~

20 ~~— Q. So you don't have any judgment at this time~~  
21 ~~— about how many undergraduate students there~~  
22 ~~— are?~~

23 ~~— A. I don't.~~



1 ~~Q. If a student asked you about what the~~  
2 ~~admission standards are, what do you tell~~  
3 ~~them?~~

4 ~~A. I direct them to the Web site. And on the~~  
5 ~~Web site it's got four steps, and they are~~  
6 ~~to follow those four steps of admission.~~

7 ~~MR. PATERSON: Let me ask you~~  
8 ~~this. We have another I'm~~  
9 ~~just about I'm almost done~~  
10 ~~with you, a few more~~  
11 ~~questions. But we have~~  
12 ~~another telephone deposition~~  
13 ~~of Mrs. Carolyn Hughes, and~~  
14 ~~she's at another number.~~  
15 ~~I think what I need to do~~  
16 ~~is call Mrs. Hughes and tell~~  
17 ~~her we're going to be a few~~  
18 ~~minutes late, so can we take a~~  
19 ~~quick break and or, Tom, do~~  
20 ~~you want to do that?~~

21 ~~MR. HUDSON: No, that's fine.~~  
22 ~~Somebody needs to do it I~~  
23 ~~suppose.~~

1 ~~THE WITNESS: If you don't mind, I~~  
2 ~~can do that. I can just pause~~  
3 ~~this and call her.~~

4 ~~MR. PATERSON: Pause it and do~~  
5 ~~that and tell her it will be~~  
6 ~~about 15 to 20 minutes and~~  
7 ~~we'll be in touch with her.~~  
8 ~~(Brief recess was taken.)~~

9 Q. So if a student calls and asks what type  
10 of -- you know, are any high school grades  
11 required or any standardized test scores,  
12 anything like that required, how would you  
13 answer those kind of questions?

14 A. All of that is on the Web site. And they  
15 could go to the Web site and see what the  
16 admissions requirements are and register --  
17 they can register online. They find out  
18 all that information there.

19 Q. Do you typically get calls from prospective  
20 students at some times of the year more  
21 than others? Like now it's August now. Do  
22 you get more calls, say, this time of year  
23 for people trying to enroll in the fall?

1 A. Yes, we do.

2 Q. So there's some times of the year more  
3 active than others with prospective  
4 students?

5 A. Oh, yes.

6 Q. What are your most active times?

7 A. Generally, it's the fall of the year  
8 because everybody looks at that as the  
9 beginning.

10 ~~Q. Okay. Do you typically get those calls~~  
11 ~~from prospective students during the day?~~  
12 ~~I guess you would because you work during~~  
13 ~~the day, don't you?~~

14 ~~A. Yes.~~

15 ~~Q. If I called your number after hours, would~~  
16 ~~I get an answering machine and you'd call~~  
17 ~~me back?~~

18 ~~A. Well, since I'm at home, I do answer the~~  
19 ~~phone at times. But if I'm not logged in~~  
20 ~~and you called the general number, it would~~  
21 ~~not go through. If you called my number~~  
22 ~~direct, I would answer it if I was in the~~  
23 ~~house.~~

1 ~~Q. If you're not available let's say you're~~

2 ~~in the yard and you go walk to the~~

3 ~~mailbox and your number, you know, rings,~~

4 ~~will it roll over to someone else?~~

5 ~~A. Yes, it will roll over.~~

6 ~~Q. Who does it roll over to?~~

7 ~~A. I'm not sure, but I think it goes to the~~

8 ~~basic operator.~~

9 ~~Q. All right. And do you know where that~~

10 ~~person is located?~~

11 ~~A. Well, the main operators are on the main~~

12 ~~campus in Montgomery.~~

13 ~~Q. Now, do you know when the school advertises~~

14 ~~on TV or radio?~~

15 ~~A. I don't.~~

16 ~~Q. Do you know who determines what schedule~~

17 ~~the advertisements will be placed?~~

18 ~~A. I think it's our marketing director.~~

19 ~~Q. Who is that?~~

20 ~~A. Laina Costanza.~~

21 ~~Q. Do you typically field more calls from~~

22 ~~prospective students after advertising has~~

23 ~~been run?~~

1 ~~— A. I really don't know. A lot of times they~~  
2 ~~— don't say, so I couldn't answer that. I~~  
3 ~~— don't know.~~

4 ~~— Q. Are you advised by the school prior to the~~  
5 ~~— time ads are going to be run?~~

6 ~~— A. No.~~

7 ~~— Q. Now, let me call your attention to calendar~~  
8 ~~— year '07, which is this year, as opposed to~~  
9 ~~— calendar year of last year. In your~~  
10 ~~— judgment, have you received more calls from~~  
11 ~~— prospective students this year or last~~  
12 ~~— year?~~

13 ~~— A. I really haven't noticed any difference.~~

14 ~~— Q. Is it fair to conclude — In your judgment,~~  
15 ~~— it's about the same each year?~~

16 ~~— A. I just can't remember last year as opposed~~  
17 ~~— to this year, so I really couldn't answer~~  
18 ~~— that.~~

19 ~~— Q. Did you tell me previously there are no~~  
20 ~~— logs or records that would show the volume~~  
21 ~~— of calls that you receive?~~

22 ~~— A. Actually, I don't — I don't know if there~~  
23 ~~— are records. I don't get those records, so~~

1 ~~\_\_\_\_\_ I don't know.~~

2 ~~\_\_\_\_\_ Q. Like if I was trying to figure out did you~~  
3 ~~\_\_\_\_\_ talk to more prospective students in August~~  
4 ~~\_\_\_\_\_ of this year or August of last year, do you~~  
5 ~~\_\_\_\_\_ know how I might go about figuring that~~  
6 ~~\_\_\_\_\_ out?~~

7 ~~\_\_\_\_\_ A. I really don't know.~~

8 ~~\_\_\_\_\_ Q. Who would you contact if you wanted to~~  
9 ~~\_\_\_\_\_ know?~~

10 ~~\_\_\_\_\_ A. Probably either Barbara Turner at the~~  
11 ~~\_\_\_\_\_ business office or we have an enrollment~~  
12 ~~\_\_\_\_\_ management area.~~

13 ~~\_\_\_\_\_ Q. Has anyone at the school ever told you how~~  
14 ~~\_\_\_\_\_ to reply to someone that asked if there was~~  
15 ~~\_\_\_\_\_ a connection between Regions University and~~  
16 ~~\_\_\_\_\_ Regions Bank?~~

17 ~~\_\_\_\_\_ A. Not that I remember.~~

18 ~~\_\_\_\_\_ Q. What I'm trying to figure out is, have you~~  
19 ~~\_\_\_\_\_ gotten any instructions on how to field a~~  
20 ~~\_\_\_\_\_ question like that?~~

21 ~~\_\_\_\_\_ A. We pretty well field the question with \_\_\_\_\_~~  
22 ~~\_\_\_\_\_ stating that we're Regions University. I~~  
23 ~~\_\_\_\_\_ don't know that it's \_\_\_\_\_ we haven't had any~~

1 ~~training in that.~~

2 ~~Q. Let me review my notes. I think we're~~

3 ~~about done.~~

4 ~~When you received the call asking~~

5 ~~whether or not there was some connection~~

6 ~~between Regions University and Regions~~

7 ~~Bank, did you report this to anyone at the~~

8 ~~school?~~

9 ~~A. I didn't report it. It was just mentioned~~

10 ~~in a general conversation.~~

11 ~~Q. Who did you tell about that?~~

12 ~~A. Dr. Rex Turner.~~

13 ~~Q. What did you tell him?~~

14 ~~A. Just in a general conversation, I told him~~

15 ~~that we had received a call that someone~~

16 ~~asked if we were affiliated.~~

17 ~~Q. And what was his reply to you?~~

18 ~~A. He just he didn't really have much to~~

19 ~~say. He just didn't reply I mean, he~~

20 ~~didn't really say much of anything.~~

21 ~~Q. Was that a face to face conversation with~~

22 ~~Dr. Turner or over the telephone?~~

23 ~~A. No, that was on the phone.~~

1 ~~MR. PATERSON: I think that's all~~

2 ~~I've got, and I sure~~

3 ~~appreciate your help.~~

4 ~~THE WITNESS: Okay.~~

5 ~~MR. PATERSON: Tom?~~

6 ~~MR. HUDSON: I don't have any~~

7 ~~questions. Thank you.~~

8 (Deposition concluded at 3:40 p.m.)

9

10

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16 \* \* \* \* \*

17 FURTHER DEPONENT SAITH NOT

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REPORTER'S CERTIFICATE

STATE OF ALABAMA:

MONTGOMERY COUNTY:

I, Lisa J. Green, Registered Professional  
Reporter and Commissioner for the State of Alabama  
at Large, do hereby certify that I reported the  
deposition of:

PATSY FULGHUM

who was first duly sworn by me to speak the truth,  
the whole truth and nothing but the truth, in the  
matter of:

REGIONS ASSET COMPANY,

Plaintiff,

Vs.

REGIONS UNIVERSITY, INC.,

Defendant.

In The U.S. District Court

For the Middle District of Alabama

Northern Division

Case Number 2:06CV882-MHT

on Wednesday, August 15, 2007.

The foregoing 40 computer printed pages  
contain a true and correct transcript of the

1 examination of said witness by counsel for the  
2 parties set out herein. The reading and signing of  
3 same is hereby not waived.

4 I further certify that I am neither of kin  
5 nor of counsel to the parties to said cause nor in  
6 any manner interested in the results thereof.

7 This 17th day of August 2007.

8  
9  
10 \_\_\_\_\_  
11 Lisa J. Green, Registered  
12 Professional Reporter and  
13 Commissioner for the State  
14 of Alabama at Large  
15  
16  
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18  
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20  
21  
22  
23

1  
2  
3 I, Patsy Fulghum, hereby certify that I have  
4 read the foregoing transcript of my deposition  
5 given on Wednesday, August 15, 2007, and it is a  
6 true and correct transcript of the testimony given  
7 by me at the time and place stated with the  
8 corrections, if any, and the reasons therefor noted  
9 on a separate sheet of paper and attached hereto.

10  
11  
12  
13 \_\_\_\_\_  
Patsy Fulghum

14  
15  
16  
17 SWORN TO AND SUBSCRIBED before me this  
18 \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

19  
20  
21 \_\_\_\_\_  
NOTARY PUBLIC  
22  
23

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

REGIONS ASSET COMPANY,

Plaintiff,

Vs.

CIVIL ACTION NO.

2:06CV882-MHT

REGIONS UNIVERSITY, INC.,

Defendant.

\* \* \* \* \*

TELEPHONIC DEPOSITION OF CAROLYN HUGHES,  
taken pursuant to stipulation and agreement before  
Lisa J. Green, Registered Professional Reporter and  
Commissioner for the State of Alabama at Large, in  
the Law Offices of Balch & Bingham, Suite 200, 105  
Tallapoosa Street, Montgomery, Alabama on  
Wednesday, August 15, 2007, commencing at  
approximately 3:42 p.m.

\* \* \* \* \*

APPEARANCES

FOR THE PLAINTIFF:

Mr. Charles B. Paterson  
BALCH & BINGHAM  
Attorneys at Law  
Suite 200  
105 Tallapoosa Street  
Montgomery, Alabama 36104

FOR THE DEFENDANT:

Mr. Victor T. Hudson (via telephone)  
HUDSON & WATTS  
Attorneys at Law  
Suite 2500  
One St. Louis Centre  
Mobile, AL 36602

\* \* \* \* \*

EXAMINATION INDEX

CAROLYN HUGHES

BY MR. PATERSON . . . . . 4

(No exhibits were marked to this deposition.)

## 1 STIPULATION

2 It is hereby stipulated and agreed by and  
3 between counsel representing the parties that the  
4 deposition of CAROLYN HUGHES is taken pursuant to  
5 the Federal Rules of Civil Procedure and that said  
6 deposition may be taken before Lisa J. Green,  
7 Registered Professional Reporter and Commissioner  
8 for the State of Alabama at Large, without the  
9 formality of a commission, that objections to  
10 questions other than objections as to the form of  
11 the question need not be made at this time but may  
12 be reserved for a ruling at such time as the said  
13 deposition may be offered in evidence or used for  
14 any other purpose by either party provided for by  
15 the Statute.

16 It is further stipulated and agreed by and  
17 between counsel representing the parties in this  
18 case that the filing of said deposition is hereby  
19 waived and may be introduced at the trial of this  
20 case or used in any other manner by either party  
21 hereto provided for by the Statute regardless of  
22 the waiving of the filing of the same.

23 It is further stipulated and agreed by and

1 between the parties hereto and the witness that the  
2 signature of the witness to this deposition is  
3 hereby not waived.  
4

5 \* \* \* \* \*

6  
7 CAROLYN HUGHES

8 The witness, after having first been duly  
9 affirmed to speak the truth, the whole truth and  
10 nothing but the truth testified as follows:

11 EXAMINATION

12 ~~BY MR. PATERSON:~~

13 Q. Ms. Hughes, would you state your whole name  
14 and your residence address, please, ma'am.

15 A. Carolyn Delight Hughes, 72 Military Road,  
16 Marion, Arkansas. Zip Code is 72364.

17 Q. And where are you now, please, ma'am?

18 A. I am at my residence at the section in the  
19 house where I have the computer set up.

20 Q. And have you got an in-house office there?

21 A. Yes.

22 Q. Are you employed by Regions University?

23 A. Yes, sir.

1 Q. How long have you been employed at Regions?

2 A. Since, I would say, November of 2005.

3 Q. What is the mailing address where you  
4 receive any kind of mail for your Regions  
5 University job?

6 A. Well, if the school mails me anything, they  
7 mail it to probably Post Office Box 209,  
8 Marion, Arkansas.

9 Q. Is that where you get your paycheck?

10 A. I believe so, yes.

11 ~~Q. And how often are you paid?~~

12 ~~A. Once a month, I believe. I really don't~~  
13 ~~handle that. My husband handles all that,~~  
14 ~~and he picks up the mail. And I believe~~  
15 ~~it's once a month.~~

16 Q. Are you on salary or are you on -- do you  
17 work by the hour?

18 A. I work by the hour.

19 ~~Q. And tell me what your compensation~~  
20 ~~arrangement is. Do you get overtime or do~~  
21 ~~you how many hours a week do you work?~~

22 Let me back up and start over. How  
23 many hours a week do you work?



1 A. I work 40 hours a week.

2 ~~Q. All right. And what are those typical~~  
3 ~~hours?~~

4 ~~A. On Monday, Tuesday, and Thursday, I work~~  
5 ~~from 2:00 to 10:00 p.m. On Wednesday, I~~  
6 ~~work 2:00 to 5:00 p.m., and on Friday, I~~  
7 ~~work I work noon to 10:00 p.m. And~~  
8 ~~then That's not quite 40 hours. I round~~  
9 ~~out the 40 hours on the weekend by things~~  
10 ~~that come in over the computer.~~

11 ~~Q. Do you spend most of your time on the~~  
12 ~~telephone or on the computer?~~

13 ~~A. Well, most of the time on the computer.~~

14 ~~Q. If you happen to work more than 40 hours in~~  
15 ~~any one week, are you paid overtime?~~

16 ~~A. Well, if I if I put it down on my time~~  
17 ~~sheet. I basically keep it at 40 hours a~~  
18 ~~week.~~

19 ~~Q. Have you ever had occasion to where you~~  
20 ~~were paid overtime by the school?~~

21 ~~A. I really don't know.~~

22 ~~Q. Have you ever applied for overtime pay?~~

23 ~~A. Well, I just turn in a time sheet at the~~

1 ~~\_\_\_\_\_ end of the month. And like I said, I~~  
2 ~~\_\_\_\_\_ really don't keep up with that. My husband~~  
3 ~~\_\_\_\_\_ handles all the finances. I just fill out~~  
4 ~~\_\_\_\_\_ a time sheet and turn it in, and I think~~  
5 ~~\_\_\_\_\_ basically it's just 40 hours a week.~~

6 ~~\_\_\_\_\_ Q. Who do you turn your time sheet in to?~~

7 ~~\_\_\_\_\_ A. To Barbara Turner.~~

8 ~~\_\_\_\_\_ Q. Is that something you e mail to her?~~

9 ~~\_\_\_\_\_ A. Yes, sir.~~

10 ~~\_\_\_\_\_ Q. Do you keep a paper record of your hours~~  
11 ~~\_\_\_\_\_ that you've worked?~~

12 ~~\_\_\_\_\_ A. Well, I just keep documents on the~~  
13 ~~\_\_\_\_\_ computer.~~

14 ~~\_\_\_\_\_ Q. But you could print something out showing~~  
15 ~~\_\_\_\_\_ how many hours you've worked, I guess,~~  
16 ~~\_\_\_\_\_ every month since you've been there, right?~~

17 ~~\_\_\_\_\_ A. Yes, sir.~~

18 ~~\_\_\_\_\_ Q. Have you ever had occasion where you've~~  
19 ~~\_\_\_\_\_ worked over 40 hours in any one week?~~

20 ~~\_\_\_\_\_ A. I would have to go back and check.~~

21 Q. What are your duties? What's your -- Do  
22 you have a job title?

23 A. I'm a recruiter.

1 Q. And what does a recruiter do for Regions  
2 University?

3 A. Well, what I do is, I answer the phones  
4 for -- when the advisors -- when the  
5 advisors leave at 5:00, I answer the phone  
6 for people calling in to the school  
7 requesting information or that have  
8 questions. And the request for information  
9 forms that come in over the computer, I  
10 will look at those and see what needs to be  
11 done with those.

12 Q. When requests for information come in, how  
13 do you typically process those?

14 A. Well, if they come in from our Web site, I  
15 may try to contact the person to set up a  
16 time for an advisor to give them a call.

17 If the form comes in from another  
18 company, I will have to transfer that  
19 information onto our form, and I will still  
20 try to give them a call to set up a time  
21 with an advisor.

22 Q. Give me just your own version of how you  
23 spend your typical working activities.

1           What do you do? You come in and log -- you  
2           go into your home office, and you log in?

3           Is that the first thing you do?

4           A. Yes, I log in to the computer system, and  
5           then I log in to the queue to be able to  
6           answer phone calls that come in to the  
7           school. I check through the archives that  
8           have come in to keep track of those, just  
9           whatever needs to be done, you know, that  
10          particular day.

11       ~~Q. And is that what some people refer to as an~~  
12       ~~internet, that everybody that's employed~~  
13       ~~or a number of people that are employed~~  
14       ~~there at Regions University can log in and~~  
15       ~~get online and be online together?~~

16       ~~A. I don't understand the question.~~

17       ~~Q. Is your When you say you log in, do you~~  
18       ~~become part of the computer system or share~~  
19       ~~part of the computer system at Regions~~  
20       ~~University?~~

21       ~~A. Well, when I log in, I log in to the e-mail~~  
22       ~~system. I log in to the system that will~~  
23       ~~allow me to check, well ...~~

1 ~~Q. Do you have to go on the internet to do~~

2 ~~that?~~

3 ~~A. Yes, I have to be on the internet to get to~~

4 ~~the school.~~

5 ~~Q. And then you just log in, and you've got~~

6 ~~your account there. That's how you~~

7 ~~communicate with the school, right?~~

8 ~~A. Yes.~~

9 ~~Q. Most~~

10 ~~A. Through e-mail or telephone.~~

11 ~~Q. What percentage of your communication with~~

12 ~~either the school or with prospective~~

13 ~~students or anybody is done on the phone as~~

14 ~~opposed to the internet? I'm trying to~~

15 ~~figure out how much of your work is phone~~

16 ~~work as opposed to computer work.~~

17 ~~A. I guess I would say the phone work is a~~

18 ~~minor you know, unless I get, you know,~~

19 ~~a student that really has a lot of~~

20 ~~questions or, you know, something, the~~

21 ~~phone calls that I get are limited because~~

22 ~~they are in the evening.~~

23 Q. Do you have occasion to talk to prospective

1 students about enrolling in the school?

2 A. Yes, sir.

3 Q. Do you make an effort and try to recruit  
4 them as enrollees of the school?

5 A. Yes.

6 Q. What are some of the things you tell them  
7 to try to recruit them?

8 A. Well, usually, they ask me questions about  
9 particular things. I try to answer their  
10 questions as far as I know. But basically  
11 what I try to do is set up a time when an  
12 advisor can call them because the advisors,  
13 they know all the answers to all the  
14 questions.

15 Q. Do you rely upon the school's Web site for  
16 information?

17 A. Yes, sir.

18 Q. Do you have anything else like a manual or  
19 a book or anything there in your home  
20 office that you rely on?

21 A. Not a manual so to speak.

22 Q. Anything in writing there you rely upon?

23 A. Not really. Basically, what I use, you

1 know, comes from the Web site or, you know,  
2 what I have heard from the other advisors  
3 over -- you know, over the year and a half  
4 that I've been with the school.

5 ~~Q. What did you do before you became employed~~  
6 ~~at Regions University?~~

7 ~~A. Immediately before, I was unemployed. The~~  
8 ~~job that I had before that was a computer~~  
9 ~~operator at the local hospital.~~

10 Q. What is your educational background?

11 A. I have a bachelor's degree in human  
12 resource leadership.

13 Q. From where?

14 A. From Regions University. I just graduated.

15 ~~Q. And what's your degree in? I'm sorry.~~

16 ~~A. Human resource leadership.~~

17 ~~Q. Any other? What was your high school~~  
18 ~~education?~~

19 ~~A. I graduated.~~

20 ~~Q. Where did you go to high school?~~

21 ~~A. Pine Forest High School, Fayetteville,~~  
22 ~~North Carolina.~~

23 ~~Q. How did you become aware of Regions~~

1 ~~University?~~

2 ~~A. Through my husband.~~

3 ~~Q. What's his connection with Regions?~~

4 ~~A. Well, he attended he's been a student~~

5 ~~from years ago and has known Dr. Turner and~~

6 ~~his dad. And he graduated. He has~~

7 ~~received a degree from Regions and~~

8 ~~presently is a professor for Regions~~

9 ~~University.~~

10 ~~Q. The phone faded out a little bit. What~~

11 ~~does your husband currently do?~~

12 ~~A. Well, currently, he's a minister, a Church~~

13 ~~of Christ minister here in Marion,~~

14 ~~Arkansas, and he also is a professor for~~

15 ~~Regions University.~~

16 ~~Q. Does he teach courses online?~~

17 ~~A. Yes, sir.~~

18 ~~Q. And where did you tell me what is his~~

19 ~~educational background?~~

20 ~~A. He has a master's well, I don't know~~

21 ~~exactly what they're in or I do know he~~

22 ~~has a master's degree.~~

23 ~~Q. From Regions University?~~



1 ~~A. He has a degree from Regions. I'm not I~~

2 ~~believe that's his master's.~~

3 ~~Q. Does he have any other degrees other than~~

4 ~~Regions?~~

5 ~~A. He has a bachelor's degree from Troy~~

6 ~~University.~~

7 ~~Q. Is that in Alabama?~~

8 ~~A. Yes, sir.~~

9 ~~Q. Did he attend Troy in person or did he~~

10 ~~attend Troy online?~~

11 ~~A. I believe we attended I was over there~~

12 ~~for some of my time. I believe if I~~

13 ~~remember correctly we attended classes out~~

14 ~~at Moody Air Force base in Valdosta,~~

15 ~~Georgia.~~

16 ~~Q. Have you ever lived in Alabama?~~

17 ~~A. No, sir.~~

18 ~~Q. What has been your success rate I'm~~

19 ~~trying to figure out what your success rate~~

20 ~~is in recruiting students for Regions~~

21 ~~University. If I wanted to find out how~~

22 ~~successful you've been and how good a job~~

23 ~~you're doing, how would I go about figuring~~

1 ~~\_\_\_\_\_ that out?~~

2 ~~\_\_\_\_\_ A. I don't really know. The advisers really~~

3 ~~\_\_\_\_\_ are the ones who, I guess you would say,~~

4 ~~\_\_\_\_\_ you would have to maybe get a success rate~~

5 ~~\_\_\_\_\_ from.~~

6 Q. Do you keep a log of the contacts you

7 receive by telephone or by computer?

8 A. I have a notebook that I do keep notes in

9 as I speak with people. I don't always

10 have the same kind of thing written down

11 for each call. Sometimes I don't make a

12 note for a call because sometimes I put it

13 in the computer as I speak. Sometimes, you

14 know, it might not be required for an

15 individual call.

16 ~~\_\_\_\_\_ Q. Have you ever worked in a call center~~

17 ~~\_\_\_\_\_ before where individuals call in, seeking~~

18 ~~\_\_\_\_\_ information about a company?~~

19 ~~\_\_\_\_\_ A. No, sir.~~

20 ~~\_\_\_\_\_ Q. Did you get any \_\_\_\_\_ What kind of training~~

21 ~~\_\_\_\_\_ did you get from Regions University to do~~

22 ~~\_\_\_\_\_ your current job?~~

23 ~~\_\_\_\_\_ A. I came down to the campus for basically~~

1 ~~about two days.~~

2 ~~Q. When was that?~~

3 ~~A. That was in June of 2005.~~

4 ~~Q. And when you came down, it was called~~

5 ~~Southern Christian University?~~

6 ~~A. Yes, sir. My husband and I both came down~~

7 ~~at the same time.~~

8 ~~Q. When your husband got his degree, was it~~

9 ~~called Southern Christian University or~~

10 ~~Regions University?~~

11 ~~A. Southern Christian University. I believe~~

12 ~~that's He has a bachelor's and a~~

13 ~~master's, and I think the master's is with~~

14 ~~Southern Christian. I'm not positive.~~

15 ~~Q. Is your degree from Regions University or~~

16 ~~Southern Christian?~~

17 ~~A. Regions University.~~

18 ~~Q. What do you know, if anything, about why~~

19 ~~Southern Christian changed its name to~~

20 ~~Regions?~~

21 ~~A. Well, I know in a letter that was sent by~~

22 ~~Dr. Rex the reason that the board of~~

23 ~~regents changed the name.~~

1 ~~Q. And what is that?~~

2 ~~A. Well, they wanted to they felt~~

3 ~~basically, I'm reading from the letter~~

4 ~~which says: This name reflects the~~

5 ~~founder's vision and goal of having a~~

6 ~~school without walls that could provide~~

7 ~~accredited, quality academic and Christian~~

8 ~~education to all regions of the world.~~

9 ~~Q. Do you have any other documents there~~

10 ~~before you there in your office that you're~~

11 ~~using to in connection with your answers~~

12 ~~today?~~

13 ~~A. No. I just pulled this out as you asked~~

14 ~~the question.~~

15 ~~Q. Okay. Are you there by yourself, or is~~

16 ~~someone there with you in your office?~~

17 ~~A. I'm the only one in the office. My~~

18 ~~daughter is here in the house with me.~~

19 ~~Q. Have you ever gotten Are you eligible~~

20 ~~for earning any kind of bonus or anything~~

21 ~~like that, bonus compensation based on the~~

22 ~~number of students you help recruit?~~

23 ~~A. No, sir.~~

1 ~~Q. This question I want to be clear with~~  
2 ~~you. I know you may have talked to~~  
3 ~~Mr. Hudson or any other lawyer for Regions~~  
4 ~~University~~  
5 ~~Have you talked with any of the~~  
6 ~~lawyers?~~

7 ~~A. No, sir.~~

8 Q. Who have you talked with about this case  
9 that you're testifying in today?

10 A. Dr. Rex and Mr. Hudson.

11 Q. You have talked to Mr. Hudson?

12 A. Yes, sir.

13 Q. Okay. Have you ever talked to Dr. Rex in  
14 person about this case?

15 A. Well, I talked with him about the phone  
16 call I received before I knew anything  
17 about the case.

18 ~~MR. HUDSON: Ms. Hughes, just so~~  
19 ~~we won't make a mistake~~  
20 ~~everybody is trying to be~~  
21 ~~careful. But any conversation~~  
22 ~~that you had with me is~~  
23 ~~privileged, and Mr. Paterson~~

1 ~~\_\_\_\_\_ is not asking you about that.~~

2 ~~\_\_\_\_\_ Any conversation that you~~

3 ~~\_\_\_\_\_ had with me in which other~~

4 ~~\_\_\_\_\_ people from Regions University~~

5 ~~\_\_\_\_\_ also participated is also~~

6 ~~\_\_\_\_\_ privileged, and he's not~~

7 ~~\_\_\_\_\_ asking you about that.~~

8 ~~\_\_\_\_\_ Now, he's entitled to~~

9 ~~\_\_\_\_\_ know if you had such a~~

10 ~~\_\_\_\_\_ conversation, but he's not~~

11 ~~\_\_\_\_\_ going to ask you to tell him~~

12 ~~\_\_\_\_\_ what was said in that~~

13 ~~\_\_\_\_\_ conversation.~~

14 ~~\_\_\_\_\_ Now, subject to that,~~

15 ~~\_\_\_\_\_ please answer his questions as~~

16 ~~\_\_\_\_\_ best you can.~~

17 ~~\_\_\_\_\_ THE WITNESS: Okay. Thank you.~~

18 ~~\_\_\_\_\_ Q. In your conversation with Dr. Rex about the~~

19 ~~\_\_\_\_\_ lawsuit or about anything to do with the~~

20 ~~\_\_\_\_\_ lawsuit, was Tom Hudson on the phone with~~

21 ~~\_\_\_\_\_ you?~~

22 ~~\_\_\_\_\_ A. Well, no, sir. The Could you ask the~~

23 ~~\_\_\_\_\_ question again?~~

1 Q. Let me ask it this way. I believe you  
2 testified or told me that you had a  
3 conversation with Dr. Rex about a call you  
4 received, right?

5 A. Yes, sir.

6 Q. Tell me about that conversation. Tell me  
7 what you told Dr. Rex.

8 A. Okay. I don't remember exactly the reason  
9 for -- or the initial reason for his phone  
10 call, but I know in the -- in the  
11 conversation that we had, I did bring up a  
12 call that I had gotten the previous week  
13 which was --

14 Well, I mentioned that phone call, and  
15 then he -- we discussed that a little bit,  
16 but I don't believe that was the purpose of  
17 the phone call. I can't say what the  
18 purpose of the phone call may have been  
19 because it was quite some time ago.

20 ~~Q. When was it? Was it this calendar year,~~

21 ~~----- '07?~~

22 ~~A. I really do not remember.~~

23 ~~Q. All right.~~

1 ~~A. It was after the name changed, but it could~~  
2 ~~have been, you know, before the beginning~~  
3 ~~of this year or it could have been after.~~  
4 ~~It's been so long ago, I really don't~~  
5 ~~remember.~~

6 Q. That's fine. So sometime after the name  
7 changed, you got a call from a prospective  
8 student; is that correct?

9 A. Yes. I will say that it was maybe two or  
10 three months after the name change.

11 Q. And, what? Did that prospective student  
12 just call in on your number, correct?

13 A. He called in on the queue which came to my  
14 extension.

15 Q. Okay. And do you remember about what time  
16 of day that was?

17 A. It would have been, I'm sure, after five  
18 o'clock.

19 Q. And what did the person ask you?

20 A. Well, they were asking questions about --  
21 it was a typical prospective student  
22 calling in, asking questions about degree  
23 programs. And we had probably talked about



1 five minutes about, you know, different  
2 questions, you know, transcripts and -- you  
3 know, the questions that they generally  
4 ask. And then he said, are y'all  
5 affiliated with Regions Bank? And I said,  
6 no, we don't have anything -- we're not  
7 affiliated at all with Regions Bank.

8 And then we probably had another five  
9 minutes of his questions about the things  
10 pertaining to school and the degree  
11 program. And I probably set up a call back  
12 with one of the advisors.

13 Q. Do you remember who this person was?

14 A. I do not.

15 Q. Do you have any kind of records or phone  
16 log or caller ID that could tell you who  
17 the person was?

18 A. No, sir. The notes that I do have, I have  
19 not been able to find anything in there  
20 about that particular phone call.

21 Q. So you've searched your notes, and you  
22 can't find anything about this call, right?

23 A. Right. As I said, it was a typical

1 prospective student call, and I don't -- I  
2 don't keep the same type of notes, you  
3 know, on each call because each call is  
4 different, so I couldn't tell you what ...

5 ~~Q. How did you know when you talked to this~~  
6 ~~student, how did you know that Regions~~  
7 ~~University had no connection with Regions~~  
8 ~~Bank?~~

9 ~~A. Well, I believe I was told that. You know,~~  
10 ~~it's my understanding of the history of the~~  
11 ~~school is there's no connection whatsoever~~  
12 ~~with Regions Bank.~~

13 ~~Q. Did you answer that question for that~~  
14 ~~prospective student based on your own~~  
15 ~~knowledge or your own thoughts, or had~~  
16 ~~someone told you specifically in advance~~  
17 ~~that they were not connected?~~

18 ~~A. Well, I'm sure that well, you know, when~~  
19 ~~the name was changed and we received the~~  
20 ~~letter from Dr. Rex, you know, maybe that~~  
21 ~~was that settled it. There was no~~  
22 ~~indication at all that there was any~~  
23 ~~connection with Regions Bank.~~

1 Q. When they changed the name, did you wonder  
2 whether it was connected with Regions Bank?

3 A. No, sir.

4 Q. You're familiar with Regions Bank?

5 A. Yes, sir.

6 Q. They're in Arkansas, correct?

7 A. Yes, sir.

8 Q. Have you ever banked there?

9 A. We do.

10 Q. So you bank there now?

11 A. Yes, sir.

12 Q. Did you ever ask anyone at Regions Bank  
13 whether or not the bank was connected with  
14 Regions University?

15 A. No, sir.

16 Q. Have you ever had any conversation with  
17 anyone at Regions Bank, a teller or a loan  
18 officer or anybody at Regions Bank, about  
19 Regions University?

20 A. No, sir.

21 ~~Q. I believe you said you came to Montgomery~~  
22 ~~for some training. How many other times~~  
23 ~~have you been in Montgomery to the main~~

1 ~~\_\_\_\_\_ campus of Regions University?~~

2 ~~\_\_\_\_\_ A. I believe two other times.~~

3 ~~\_\_\_\_\_ Q. And what was the purpose of these visits?~~

4 ~~\_\_\_\_\_ A. Both were for training.~~

5 ~~\_\_\_\_\_ Q. I believe you told me I don't know~~

6 ~~\_\_\_\_\_ whether you told me or not. Tell me what~~

7 ~~\_\_\_\_\_ kind of training you have received here on~~

8 ~~\_\_\_\_\_ the main campus.~~

9 ~~\_\_\_\_\_ A. Well, the initial training was basically to~~

10 ~~\_\_\_\_\_ get familiar with the computer system that~~

11 ~~\_\_\_\_\_ they have and how the calls would be coming~~

12 ~~\_\_\_\_\_ in and how I would answer them and where I~~

13 ~~\_\_\_\_\_ could find answers to their questions.~~

14 ~~\_\_\_\_\_ Q. Who provided that training to you?~~

15 ~~\_\_\_\_\_ A. Rick Johnson mostly. While I was there, we~~

16 ~~\_\_\_\_\_ did speak with the we did spend time~~

17 ~~\_\_\_\_\_ with each of the other advisers to, you~~

18 ~~\_\_\_\_\_ know, just speak with them individually~~

19 ~~\_\_\_\_\_ about, you know, how they handle the job, I~~

20 ~~\_\_\_\_\_ guess.~~

21 ~~\_\_\_\_\_ Q. How many people attended this training~~

22 ~~\_\_\_\_\_ session with you?~~

23 ~~\_\_\_\_\_ A. That was just Michael and myself.~~

1 Q. Do you know how many other people work for  
2 Regions University that do jobs like you  
3 do?

4 A. As far as I know, just Patsy Fulghum as far  
5 as not being on campus.

6 Q. Patsy Fortune?

7 A. Fulghum.

8 Q. Fulghum. Okay. The lady that transferred  
9 the call to you?

10 A. Right. Yes.

11 ~~Q. Now, the other two times you were on campus~~  
12 ~~for training, what were you trained what~~  
13 ~~kind of training did you get then?~~

14 ~~A. I guess basically just more in depth~~  
15 ~~training of some of the same stuff, maybe~~  
16 ~~some refresher, maybe some new things.~~  
17 ~~Since I'm not on campus, there's still~~  
18 ~~a lot to learn, you know, being there with~~  
19 ~~the other ones and picking up things of~~  
20 ~~maybe the way they do things or whatever.~~

21 ~~Q. Has the school ever sent you any training~~  
22 ~~materials by mail?~~

23 ~~A. I wouldn't say well, no. I would say~~

1 ~~no.~~

2 ~~Q. Do you get training materials over the~~  
3 ~~internet, online?~~

4 ~~A. Well, basically, what I use is the Web~~  
5 ~~site, the Web site and the school catalog.~~

6 Q. Is part of your job to convince prospective  
7 students to enroll in the school?

8 A. Well, if I can do that, that's a good  
9 thing. Basically, I answer questions for  
10 them and try to set up a call with an  
11 advisor.

12 ~~Q. Do you know how many different advisors the~~  
13 ~~school has that might talk to students?~~

14 ~~A. Yes.~~

15 ~~Q. How many?~~

16 ~~A. Robert, Steve, Margaret, Joe. They're the~~  
17 ~~advisors. Then Rick is the head over them.~~

18 ~~Q. So there are three?~~

19 ~~A. Four.~~

20 ~~Q. I didn't catch those names. Say those~~  
21 ~~names real distinctly.~~

22 ~~A. Robert Holland, Steve Redding, Joe Zerk.~~

23 ~~Q. Can you spell that for me?~~

1 ~~— A. — Z-E-R-K.~~

2 ~~— Q. — Okay. Thank you.~~

3 ~~— A. — And Margaret Newett.~~

4 ~~— Q. — The last name?~~

5 ~~— A. — Newett, N-E-W-E-T-T.~~

6 ~~— Q. — Okay. Do you know where those people are~~

7 ~~— located?~~

8 ~~— A. — They're located on campus there.~~

9 ~~— Q. — In Montgomery?~~

10 ~~— A. — Yes.~~

11 ~~— Q. — Thank you for spelling that. The court~~

12 ~~— reporter was having trouble getting the~~

13 ~~— spelling right, so thank you for doing~~

14 ~~— that.~~

15 ~~— A. — You're welcome.~~

16 Q. In a typical week, about how many calls  
17 from prospective students do you get on  
18 average?

19 A. Maybe 20. Maybe 20 to 25, something like  
20 that.

21 ~~— Q. — When they call in, you answer their~~  
22 ~~— questions and you get them to sign — you~~  
23 ~~— help them go through the request for~~

1 ~~information form online?~~

2 ~~A. Sometimes they have already filled one~~

3 ~~out. I try to fill them out when I can to~~

4 ~~make sure they have one.~~

5 ~~Q. When you're not you know, the 20 or so~~

6 ~~times a week when you're not talking on the~~

7 ~~phone to somebody, what are you typically~~

8 ~~doing in the course of your job?~~

9 ~~A. Checking the request for information forms~~

10 ~~that come in and trying to call those~~

11 ~~people, or I may have projects I'm working~~

12 ~~on or ...~~

13 ~~Q. I'm sorry if I've asked you this, but who~~

14 ~~is your boss?~~

15 ~~A. Rick Johnson.~~

16 ~~Q. Have you ever met Rick in person?~~

17 ~~A. Yes, sir.~~

18 ~~Q. When is the last time you've met him in~~

19 ~~person?~~

20 ~~A. The last time was June of this year.~~

21 ~~Q. Where were you?~~

22 ~~A. I was on campus. I had come down for~~

23 ~~graduation and then I stayed over for a~~



1 ~~couple of days of training.~~

2 ~~Q. So you went through the graduation ceremony~~

3 ~~that was held here in Montgomery in June,~~

4 ~~right?~~

5 ~~A. Yes, sir.~~

6 ~~Q. Where was that held?~~

7 ~~A. At Davis Auditorium.~~

8 ~~Q. At the Davis Auditorium in downtown~~

9 ~~Montgomery?~~

10 ~~A. Yes, sir.~~

11 ~~Q. That's on Troy State Montgomery's campus?~~

12 ~~A. I believe so.~~

13 ~~Q. When you were in school When you were~~

14 ~~down here in Montgomery in June of this~~

15 ~~year, did you see any advertisements either~~

16 ~~on billboards or hear any radio or TV ads~~

17 ~~for Regions University?~~

18 ~~A. No, sir.~~

19 ~~Q. Do you know how many people were in your~~

20 ~~graduating class?~~

21 ~~A. No, sir.~~

22 ~~Q. Well, I mean, did you walk across the stage~~

23 ~~with a bunch of people and get a diploma?~~

1 ~~A. Yes, sir.~~

2 ~~Q. About how many people do you think walked~~

3 ~~across that stage and got a diploma? I~~

4 ~~mean, was it ten or a hundred? Give me~~

5 ~~some judgment.~~

6 ~~A. Maybe a hundred.~~

7 ~~Q. Okay.~~

8 ~~A. I know they don't you know, all~~

9 ~~graduates were not there.~~

10 ~~Q. Right. When you got your degree, were you~~

11 ~~charged per semester hour tuition to go to~~

12 ~~school?~~

13 ~~A. Yes, sir.~~

14 ~~Q. What did you pay per semester hour?~~

15 ~~A. I believe it was well, I went on a work~~

16 ~~study, so I'm not sure how all the~~

17 ~~financial~~

18 ~~Q. So you got some credit for working?~~

19 ~~A. Yes, sir.~~

20 ~~Q. If a prospective student calls in and asks~~

21 ~~you the question of what does it cost to~~

22 ~~attend Regions University, what do you tell~~

23 ~~them?~~

1 ~~— A. — I usually refer them to the advisers or to~~  
2 ~~— Phillip. I try not to get into the~~  
3 ~~— financial aspects.~~

4 ~~— Q. — Do you know how much of your own money you~~  
5 ~~— spent getting your degree?~~

6 ~~— A. — No, sir.~~

7 ~~— Q. — If a student asked you how many~~  
8 ~~— undergraduates are enrolled in the school~~  
9 ~~— at this time, how would you go about~~  
10 ~~— finding the answer to that?~~

11 ~~— A. — I would probably call one of the advisers~~  
12 ~~— and ask.~~

13 ~~— Q. — Do you have any judgment about how many~~  
14 ~~— people are enrolled at this time?~~

15 ~~— A. — If I had to give a ballpark figure, I might~~  
16 ~~— would —~~

17 ~~— MR. HUDSON: Don't speculate or~~  
18 ~~— guess. That's not going to~~  
19 ~~— help us.~~

20 ~~— THE WITNESS: Okay.~~

21 ~~— A. — No.~~

22 ~~— Q. — Well, just give us — if you have a~~  
23 ~~— judgment about how many are enrolled, is it~~

1 ~~\_\_\_\_\_ a hundred or is it 500 or is it ten?~~

2 ~~\_\_\_\_\_ A. I would say maybe between 700 and a~~

3 ~~\_\_\_\_\_ thousand.~~

4 ~~\_\_\_\_\_ Q. Have you ever had any conversations with~~

5 ~~\_\_\_\_\_ prospective students or been asked~~

6 ~~\_\_\_\_\_ questions about admission standards?~~

7 ~~\_\_\_\_\_ A. I'm sure I have.~~

8 ~~\_\_\_\_\_ Q. If someone calls and says what are your~~

9 ~~\_\_\_\_\_ admission standards, what kind of high~~

10 ~~\_\_\_\_\_ school scores \_\_\_\_\_ grades do I need or what~~

11 ~~\_\_\_\_\_ kind of standardized tests do I need, what~~

12 ~~\_\_\_\_\_ would you do to answer those questions?~~

13 ~~\_\_\_\_\_ A. I would either refer them to the catalog or~~

14 ~~\_\_\_\_\_ I would try to find the answer in the~~

15 ~~\_\_\_\_\_ catalog.~~

16 Q. Are there times of year that you get more

17 calls than others from prospective

18 students? Like this is -- for example,

19 this is August. Are you getting more calls

20 now than, say, you would at another time of

21 year because of the approaching fall

22 semester?

23 A. We usually get more calls during the

1 registration period.

2 Q. What are your typical registration periods?

3 A. I think they usually run -- like this  
4 registration period began, I think, July  
5 27th and runs through the 17th. Then we  
6 have late registration.

7 Q. So you typically get more calls during the  
8 registration periods?

9 A. Yes, sir.

10 ~~Q. If I wanted to find out what the~~  
11 ~~registration periods are, you could just go~~  
12 ~~online and do that?~~

13 ~~A. Yes, sir. I would do it through the school~~  
14 ~~calendar.~~

15 Q. Are you aware that the school advertises on  
16 TV and radio and billboards?

17 A. Yes, sir.

18 Q. How did you become aware of that?

19 A. Well, the RFI forms that come in, one of  
20 the questions is how -- you know, how they  
21 found out -- how they discovered Regions  
22 University.

23 Q. So some of those reply that they have seen

1 advertisements?

2 A. Yes, sir.

3 ~~Q. Does the school tell you when they are~~  
4 ~~prepared to run advertisements so you can~~  
5 ~~be expecting more calls?~~

6 ~~A. No, sir.~~

7 ~~Q. Do you know anything about the advertising~~  
8 ~~schedule?~~

9 ~~A. No, sir.~~

10 ~~Q. Who would you think might determine the~~  
11 ~~advertising schedule?~~

12 ~~A. Laina Costanza is the only one I would~~  
13 ~~know.~~

14 ~~Q. Do you have a judgment about whether I'm~~  
15 ~~trying to contrast 2007, which is this~~  
16 ~~year, to 2006, which was last year. Do you~~  
17 ~~think you've gotten more calls from~~  
18 ~~prospective students this year or last~~  
19 ~~year?~~

20 ~~A. I really don't know about that at all.~~

21 ~~Q. Do you have any judgment let's say from~~  
22 ~~August of this year as compared to August~~  
23 ~~of last year, do you think you've gotten~~

1 ~~more or less calls this year?~~

2 ~~A. I really don't know.~~

3 ~~Q. Okay. Are there any logs or records there~~

4 ~~that you could look at that would that~~

5 ~~you might be able to get an answer for~~

6 ~~that?~~

7 ~~A. Not that I know of.~~

8 ~~Q. You said you keep some notes on people who~~

9 ~~call. Do you think you have more notes~~

10 ~~this August than you had last August?~~

11 ~~A. Well, no, because, actually, I take less~~

12 ~~notes now than I did when I first started,~~

13 ~~so I couldn't really go by the notes.~~

14 ~~Q. How did you find out that Regions Bank and~~

15 ~~Regions University were in a lawsuit?~~

16 ~~A. We were notified at the school.~~

17 ~~Q. How were you notified and what were you~~

18 ~~told?~~

19 ~~A. Well, it's been some time. I think we~~

20 ~~received a phone call saying that the~~

21 ~~school was notified that a lawsuit was~~

22 ~~being brought.~~

23 ~~Q. Do you remember what they told you about~~

1       ~~\_\_\_\_\_ it?~~

2       ~~\_\_\_\_\_ A.   Not really.~~

3           Q.   Has anybody -- anybody told you what this  
4               lawsuit is about?

5           A.   I'm sure they did at that time.  The only  
6               thing I can say is just the fact that the  
7               names are the same.

8           Q.   The names are the same?

9           A.   You know, they both have Regions in the  
10              name.

11       ~~\_\_\_\_\_ Q.   That's your knowledge of what you think the~~  
12       ~~\_\_\_\_\_ lawsuit is about?~~

13       ~~\_\_\_\_\_ A.   Yes, sir.~~

14       ~~\_\_\_\_\_ Q.   Did anybody tell you what to tell someone~~  
15       ~~\_\_\_\_\_ if they called in and asked if there was a~~  
16       ~~\_\_\_\_\_ connection between the school and the bank?~~

17       ~~\_\_\_\_\_ A.   Well, we got this letter from Dr. Rex, you~~  
18       ~~\_\_\_\_\_ know, explaining why the name was changed,~~  
19       ~~\_\_\_\_\_ and we were told that if anyone calls to~~  
20       ~~\_\_\_\_\_ that letter would be -- you know, would~~  
21       ~~\_\_\_\_\_ have the information that we needed to give~~  
22       ~~\_\_\_\_\_ them.~~

23           Q.   Well, were you ever told to tell anybody



1           there was no connection?

2       A.    I don't know.

3       Q.    Other than that one -- we've talked about a  
4           phone call you got from a prospective  
5           student where they asked if there was any  
6           connection and you told them no, correct?

7       A.    Correct.

8       Q.    And you don't remember exactly when that  
9           was, right?

10      A.    No, it's been so long ago.

11      Q.    Have you ever gotten any other phone calls  
12           of that nature?

13      A.    No, sir.

14      Q.    Have you ever gotten any e-mail inquiries  
15           of that nature?

16      A.    I never got any e-mail inquiries.

17      Q.    Anybody ever ask you personally a question  
18           like that?

19      A.    Do you mean like here in Arkansas?

20      Q.    Yes, ma'am.

21      A.    No, sir, not that I recall.

22      Q.    Have you ever heard any employee of Regions  
23           University ask you if there was any

1 connection between the two?

2 A. No, sir.

3 Q. So other than the one call we've talked  
4 about, am I right in understanding you  
5 never have gotten any other calls from  
6 anyone that mentioned Regions Bank?

7 A. No, sir.

8 Q. Is that right?

9 A. Yes, sir. That's right.

10 Q. When you got the call where the person  
11 asked about Regions Bank, did I hear you  
12 correctly that you told Dr. Turner about  
13 that call?

14 A. Yes, sir.

15 Q. What occasioned you to talk to Dr. Turner  
16 about that call?

17 A. It's hard to remember. And probably the  
18 only reason I remembered is -- is because I  
19 think he called, like, about the week after  
20 I had received the call, and so it was kind  
21 of fresh on my mind.

22 Q. Well, I mean, have you ever gotten any  
23 instructions from the school or Dr. Turner

1 or anybody that if somebody calls in and  
2 asks about Regions Bank to report that to  
3 somebody?

4 A. I don't think so.

5 ~~Q. What occasioned you and Dr. Turner to talk~~  
6 ~~about that?~~

7 ~~A. Well, like I said, I don't remember the~~  
8 ~~reason for the phone call. It's been so~~  
9 ~~long ago that I just know that we had we~~  
10 ~~had the conversation and discussed the~~  
11 ~~phone call. And I probably only remembered~~  
12 ~~it because it had just been so recent.~~

13 ~~Q. Have you ever talked to Anita Crosby about~~  
14 ~~this lawsuit?~~

15 ~~A. No, sir.~~

16 ~~Q. Has anybody ever showed you any documents,~~  
17 ~~anything in writing about this lawsuit?~~

18 ~~A. No, sir.~~

19 ~~MR. PATERSON: I think that's all~~  
20 ~~I've got. I sure appreciate~~  
21 ~~it.~~

22 ~~Tom, have you got any~~  
23 ~~questions?~~

1 ~~MR. HUDSON: I don't have any~~  
2 ~~questions. Thank you.~~

3 (Deposition concluded at 4:25 p.m.)  
4  
5

6 \* \* \* \* \*

7 FURTHER DEPONENT SAITH NOT

8 \* \* \* \* \*

9  
10 REPORTER'S CERTIFICATE

11 STATE OF ALABAMA:

12 MONTGOMERY COUNTY:

13 I, Lisa J. Green, Registered Professional  
14 Reporter and Commissioner for the State of Alabama  
15 at Large, do hereby certify that I reported the  
16 deposition of:

17 CAROLYN HUGHES

18 who was first duly affirmed by me to speak the  
19 truth, the whole truth and nothing but the truth,  
20 in the matter of:

21 REGIONS ASSET COMPANY,

22 Plaintiff,

23 Vs.

1                   REGIONS UNIVERSITY, INC.,

2                   Defendant.

3                   In The U.S. District Court

4                   For the Middle District of Alabama

5                   Northern Division

6                   Case Number 2:06CV882-MHT

7                   on Wednesday, August 15, 2007.

8                   The foregoing 41 computer printed pages  
9                   contain a true and correct transcript of the  
10                  examination of said witness by counsel for the  
11                  parties set out herein. The reading and signing of  
12                  same is hereby not waived.

13                  I further certify that I am neither of kin  
14                  nor of counsel to the parties to said cause nor in  
15                  any manner interested in the results thereof.

16                  This 17th day of August 2007.

17  
18  
19                   \_\_\_\_\_  
20                   Lisa J. Green, Registered  
21                   Professional Reporter and  
22                   Commissioner for the State  
23                   of Alabama at Large

1  
2  
3 I, Carolyn Hughes, hereby certify that  
4 I have read the foregoing transcript of my  
5 deposition given on Wednesday, August 15, 2007, and  
6 it is a true and correct transcript of the  
7 testimony given by me at the time and place stated  
8 with the corrections, if any, and the reasons  
9 therefor noted on a separate sheet of paper and  
10 attached hereto.  
11  
12  
13  
14

\_\_\_\_\_  
Carolyn Hughes

15  
16  
17  
18 SWORN TO AND SUBSCRIBED before me this  
19 \_\_\_\_ day of \_\_\_\_\_, 20\_\_.  
20  
21

22 \_\_\_\_\_  
NOTARY PUBLIC  
23



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\* \* \* \* \*



## I N D E X

## Witness

EMMETT M. POLLARD

## EXAMINATION

MR. HUDSON ..... 6

\* \* \* \* \*

## EXHIBITS

DEFENDANT'S EXHIBIT SEVEN .....	28
DEFENDANT'S EXHIBIT EIGHT .....	28
DEFENDANT'S EXHIBIT NINE .....	34
DEFENDANT'S EXHIBIT TEN .....	34
DEFENDANT'S EXHIBIT ELEVEN .....	34
DEFENDANT'S EXHIBIT TWELVE .....	58
DEFENDANT'S EXHIBIT THIRTEEN .....	60
DEFENDANT'S EXHIBIT FOURTEEN .....	89
DEFENDANT'S EXHIBIT FIFTEEN .....	96
DEFENDANT'S EXHIBIT SIXTEEN .....	96

\* \* \* \* \*

## 1 STIPULATION

2 It is stipulated by and between the parties  
3 hereto and their respective attorneys at law that  
4 the deposition on oral examination of the Witness,  
5 EMMETT M. POLLARD, may be taken before David  
6 Michael Camp, Commissioner and Notary Public,  
7 State of Alabama at Large, and that the said  
8 deposition shall be taken in accordance with and,  
9 when so taken, may be used in accordance with the  
10 provisions of the Federal Rules of Civil  
11 Procedure.

12 It is further stipulated and agreed that all  
13 notices provided for by said Federal Rules of  
14 Civil Procedure are waived, as is the reading over  
15 of said deposition to or by the witness, the  
16 signing thereof by the witness, the signing and  
17 certification of said David Michael Camp, the  
18 filing of said deposition with the Clerk of the  
19 Court and all other requirements and  
20 technicalities of every sort which would be a  
21 prerequisite to the use of said deposition.

22 It is the intent of the parties hereto that  
23 this deposition may be used in evidence as though

1 all requirements of said Federal Rules of Civil  
2 Procedure had been complied with.

3 It is further stipulated and agreed that all  
4 parties hereto reserve the right to have  
5 corrections made to this deposition as provided  
6 for by said Federal Rules of Civil Procedure.

7 It is further stipulated and agreed that all  
8 objections, save as to the form of the questions  
9 asked and the responsiveness of the answers  
10 thereto are reserved until the time of trial in  
11 accordance with the provisions of said Federal  
12 Rules of Civil Procedure.

13  
14 \* \* \* \* \*

1           EMMETT M. POLLARD, having been first duly  
2       sworn to speak the truth, the whole truth, and  
3       nothing but the truth, testified as follows:

4                               EXAMINATION

5       BY MR. HUDSON:

6           Q     Mr. Pollard, would you please state your  
7       name for the record?

8           A     Mike Pollard.

9           Q     Where are you employed, Mr. Pollard?

10          A     Regions Bank.

11          Q     In what capacity?

12          A     Director of Organization Development.

13          Q     How long have you been in that position?

14          A     Officially, since the merger, which  
15       would be November of last year.

16          Q     The AmSouth merger?

17          A     Yes.

18          Q     And what position did you hold prior to  
19       the AmSouth merger?

20          A     It was called the Director of  
21       Organizational Development Learning.

22          Q     Why was the name changed?

23          A     We took the responsibilities and split

1       them in half so that the person that essentially  
2       had the kind of job I did at AmSouth and I -- you  
3       know, they put the two banks together, just kind  
4       of separated the collective training and  
5       development functions for the company.

6           Q       Perhaps you could explain the difference  
7       to me between organizational development and  
8       learning as those terms are used by your banks.

9           A       Okay. Organizational development is  
10      kind of used to kind of focus on the systems that  
11      are in place, and HR, such as performance  
12      management, talent management, leadership  
13      development, executive development, employee  
14      selection and assessment.

15           The learning part is focused on technical  
16      training.

17      ~~Q       Would it be fair to say that     and any~~  
18      ~~time somebody says "fair to say," get ready~~  
19      ~~because that's some kind of leading question. In~~  
20      ~~this case, it's not. But would it be fair to say~~  
21      ~~that the organizational development part is more~~  
22      ~~traditional HR functions?~~

23      ~~And if not, let's just find some~~

1 ~~classification so I can get my arms around it.~~

2 ~~----- A ----- They would be, yes. It's probably more~~

3 ~~of the cutting edge kind of things you find in HR~~

4 ~~today. When you use the word "traditional",~~

5 ~~that's not what you would have found fifteen or~~

6 ~~twenty years ago necessarily.~~

7 ~~----- Q ----- I didn't mean it that way. I meant if~~

8 ~~you went to a modern day HR department, you'd find~~

9 ~~those things.~~

10 ~~----- A ----- That's right.~~

11 Q And the learning aspect, how do you

12 classify that?

13 A The corporate training.

14 ~~----- Q ----- Okay. And did AmSouth Bank have a~~

15 ~~program of its own for corporate training prior to~~

16 ~~the merger?~~

17 ~~----- A ----- Yes.~~

18 ~~----- Q ----- What, if any, name was given to their~~

19 ~~program?~~

20 ~~----- A ----- All I know is that the function was~~

21 ~~called corporate training.~~

22 ~~----- Q ----- I'm hard of hearing. I'm sorry?~~

23 ~~----- A ----- It was called corporate training.~~

1 ~~Q Corporate training. Now, was any part~~  
2 ~~or all of the AmSouth corporate training program~~  
3 ~~adopted by the new bank after the merger?~~

4 ~~A It depends on which systems are~~  
5 ~~surviving in the new company. And so you would~~  
6 ~~say that the training programs that were~~  
7 ~~associated with the bank, the system that~~  
8 ~~survived, would have that training survive with it~~  
9 ~~because it supports it. And so it would be~~  
10 ~~somewhat of a mix between both Regions and~~  
11 ~~AmSouth.~~

12 ~~Q Okay. Sometimes in mergers, you tend to~~  
13 ~~take the best of both and put them together. Was~~  
14 ~~that what was accomplished here?~~

15 ~~A I believe that was the attempt, yes.~~

16 Q And I gather that prior to the merger,  
17 Regions had its own corporate training program.

18 A Yes.

19 Q And by what name, if any, did Regions  
20 refer to its corporate training program as?

21 A Regions University.

22 Q Okay. Whose idea was it to use that  
23 catchy name to describe the Regions corporate

1 training program?

2 A The director of HR.

3 Q What was his name?

4 A John Daniel.

5 Q And when did he do that? When did that  
6 occur?

7 A John was the surviving head of HR out of  
8 the Regions/Union Planters merger. Union  
9 Planters' training function was UP University.

10 Q I'm sorry. I didn't hear. What  
11 university?

12 A Union Planters -- UP University. And  
13 that survived then into Regions. So it became  
14 Regions University at the merger between the two  
15 companies.

16 Q And what was the approximate date of  
17 that merger?

18 A I believe it was May of 2004.

19 ~~Q Okay. Was any authority required by~~  
20 ~~someone senior to him in order to use that name?~~

21 ~~A I'm~~

22 ~~Q Don't know?~~

23 ~~A not aware. Don't know.~~



1 ~~Q Please tell us your background and~~  
2 ~~training. And it would be easier if you did it in~~  
3 ~~a narrative way. And what I'd be interested in~~  
4 ~~hearing is your college education and then your~~  
5 ~~training and work experience.~~

6 ~~A Okay. Graduated from East Carolina~~  
7 ~~University in 1972 with an undergraduate degree in~~  
8 ~~Psychology, pursued a Master's degree in~~  
9 ~~Psychology and Counseling and Management Sciences~~  
10 ~~from the University of Memphis and graduated in~~  
11 ~~1991.~~

12 ~~Started a professional career with Cannon~~  
13 ~~Mills in 1972 as a Management Trainer. I left~~  
14 ~~Cannon Mills and went to work for Menica Bank &~~  
15 ~~Trust out of Berkford in '76 as a Human Resource~~  
16 ~~Specialist that focused on leadership training.~~

17 ~~I joined First Oklahoma Bank Corporation in~~  
18 ~~'79 as their Director of Training. I had the~~  
19 ~~opportunity in '80 to go over to the First Bank of~~  
20 ~~Memphis and head up their training function.~~

21 ~~In '99, I left First Tennessee and consulted~~  
22 ~~for about two years. In September of 2000~~

23 ~~Q Excuse me just one second. You~~

1 ~~consulted in what?~~

2 ~~\_\_\_\_\_ A \_\_\_\_\_ Human resource practices, leadership~~  
3 ~~development, executive coaching assessments.~~

4 ~~\_\_\_\_\_ And then in September of 2000, I went to work~~  
5 ~~for Union Planters as their Director of Career~~  
6 ~~Management. And then in 2003, I moved into the~~  
7 ~~Director of Organizational Development Learning~~  
8 ~~position.~~

9 ~~\_\_\_\_\_ Q \_\_\_\_\_ Was there any practical difference,~~  
10 ~~speaking in generalities, between being the~~  
11 ~~Director of Career Management in 2000 with one~~  
12 ~~company and in 2003 holding the position that you~~  
13 ~~held with Regions?~~

14 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes.~~

15 ~~\_\_\_\_\_ MR. PECAU:~~

16 ~~\_\_\_\_\_ Object to the form of the question.~~

17 ~~BY MR. HUDSON:~~

18 ~~\_\_\_\_\_ Q \_\_\_\_\_ The answer is yes?~~

19 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes.~~

20 ~~\_\_\_\_\_ Q \_\_\_\_\_ What would the difference be?~~

21 ~~\_\_\_\_\_ A \_\_\_\_\_ Scope of the job.~~

22 ~~\_\_\_\_\_ Q \_\_\_\_\_ Sir?~~

23 ~~\_\_\_\_\_ A \_\_\_\_\_ Scope.~~

1 ~~Q And would you describe the difference in~~  
2 ~~the scope?~~

3 ~~A The Manager of Career Development was an~~  
4 ~~individual contributor position. The Director of~~  
5 ~~Organization Development and Learning had, you~~  
6 ~~know, several dozen reports and responsibility for~~  
7 ~~the University.~~

8 ~~Q Okay. Now, I may go through those~~  
9 ~~several dozen but I may be able to short circuit~~  
10 ~~it. With regard to the learning part, the~~  
11 ~~Director of Organization Development and Learning~~  
12 ~~that you had in 2003 with regard to the~~  
13 ~~learning aspect, was that substantially the same~~  
14 ~~as the job that you had in 2000 where you were the~~  
15 ~~Director of Career Management?~~

16 ~~A No.~~

17 ~~Q Okay. It might serve if you explained~~  
18 ~~the function of what you had in 2003, Director of~~  
19 ~~what was it?~~

20 ~~A Organization Development and Learning.~~

21 ~~Q If this were a jury case and you were~~  
22 ~~explaining to a layman what your job was, would~~  
23 ~~you please explain it in those terms so that a~~

1 ~~layman would understand what a Director of~~

2 ~~Organization Development and Learning is?~~

3 ~~----- A ----- It had the responsibility for~~

4 ~~understanding the skill development needs of the~~

5 ~~workforce and working on putting programs in place~~

6 ~~to address those skill needs, responsibilities for~~

7 ~~understanding the systems that were needed out of~~

8 ~~HR, to provide management with information on~~

9 ~~performance and talent.~~

10 ~~----- Q ----- And provide ----- I got systems needed out~~

11 ~~of HR. And then what was the next thing you said?~~

12 ~~----- A ----- Information on performance and talent.~~

13 ~~----- Q ----- If you left out the systems part, would~~

14 ~~what you were doing be to identify the skills that~~

15 ~~you needed to train your workforce to be able to~~

16 ~~accomplish and then develop a method of training~~

17 ~~your workforce to accomplish those skills?~~

18 ~~----- MR. PECAU:-----~~

19 ~~----- I object to the form of the~~

20 ~~question. Go ahead and answer if~~

21 ~~you can.~~

22 ~~----- THE WITNESS:-----~~

23 ~~----- I don't know how you can do that. I~~

1 ~~----- don't know.~~

2 ~~BY MR. HUDSON:~~

3 ~~Q Well, when you say that you wanted to~~  
4 ~~identify the skills needed, what does that mean?~~

5 ~~A Well, what we did was develop competency~~  
6 ~~models on positions, understand the competency~~  
7 ~~requirements of jobs. We would go in and study~~  
8 ~~then those competencies to understand high~~  
9 ~~performer behaviours.~~

10 ~~And then we would develop our training~~  
11 ~~programs to try to replicate what a person needed~~  
12 ~~to learn to be a high performer.~~

13 ~~Q Okay. How would you develop the~~  
14 ~~competency models?~~

15 ~~A We developed a process that would take~~  
16 ~~about three months per model. It began with basic~~  
17 ~~job analysis work, where you would go out in the~~  
18 ~~field, talk to folks to try to determine, you~~  
19 ~~know, the~~

20 ~~Q I'm going to interrupt you only because~~  
21 ~~I asked a question that I don't need an answer to~~  
22 ~~and it's going to require a lot of time. Which~~  
23 ~~jobs within Regions did you develop competency~~

1 ~~models for?~~

2 ~~----- A ----- At last count, it was about sixty jobs~~  
3 ~~that covered eighty percent of what we'd call high~~  
4 ~~incumbent positions.~~

5 ~~----- Q ----- What positions?~~

6 ~~----- A ----- High incumbent. It would be the jobs~~  
7 ~~that you had the most folks in. So tellers,~~  
8 ~~customer service representatives, assistant branch~~  
9 ~~managers, branch managers, group sales managers,~~  
10 ~~relationship bankers, commercial bankers, trust~~  
11 ~~administrators, IT systems programmers, HR~~  
12 ~~managers, accountants, auditors. I don't think we~~  
13 ~~got into the legal force though.~~

14 ~~----- Q ----- They are hard to train, aren't they?~~

15 ~~----- MR. PECAU:-----~~

16 ~~----- Like cats.~~

17 ~~----- BY MR. HUDSON:-----~~

18 Q Was it your job attempt to improve,  
19 through training, the competency of variably all  
20 of the Regions employees?

21 A I would classify that as management's  
22 job. I supported management in that effort.

23 Q And was the training that you oversaw,

1 coordinated or whatever you did with respect to  
2 that training designed specifically to increase  
3 the competency of the Regions workforce?

4 A Yes, sir.

5 Q Was it designed for any other purpose?

6 A No.

7 Q Okay. Was Regions University purely a  
8 corporate training program?

9 A I'm not sure what you mean by "corporate  
10 training program".

11 Q Well, you had used that term earlier and  
12 told us, as I remember, of a man who now has come  
13 over from AmSouth and was in charge of their  
14 corporate training program.

15 A You can, you know, kind of use corporate  
16 training to -- I just want to make sure we didn't  
17 say corporate training is just over the corporate  
18 part of the bank. "Corporate" in this case would  
19 mean the whole bank.

20 Q The whole bank.

21 A Yes.

22 Q And is that purely what this program  
23 was, was a bank training program for bank

1 employees?

2 A That's right.

3 Q And has Regions University ever offered  
4 any training or service of any kind or nature to  
5 anyone who is not an employee of the bank?

6 A There would be various outreaches from  
7 the organization that would provide training.

8 Q Okay.

9 A Not out of my area though. This would  
10 just be individuals that were asked to, you know,  
11 step into a civic responsibility and provide a  
12 program to a local school or to an organization  
13 that wanted to know more information about  
14 banking.

15 ~~Q Maybe this is an unfair~~  
16 ~~characterization. But it seems to me that's more~~  
17 ~~sort of a show and tell kind of presentation. Is~~  
18 ~~that correct?~~

19 ~~MR. PECAU:~~

20 ~~I object to the form of the~~  
21 ~~question.~~

22 ~~THE WITNESS:~~

23 ~~No. I think it was I don't know~~



1 ~~\_\_\_\_\_ how to answer that.~~

2 ~~BY MR. HUDSON:~~

3 Q Okay. Would it be your testimony that  
4 Regions University would actually go out into the  
5 public and use the name Regions University and  
6 offer educational training services to the public?

7 A No. That was not the purpose of it.

8 Q Is Regions University accredited in any  
9 state as an educational institution?

10 A I don't believe so.

11 ~~Q Has Regions University applied for and~~  
12 ~~received an exemption from any state in order to~~  
13 ~~conduct its affairs?~~

14 ~~MR. PECAU:~~

15 ~~Object. I object to the form of the~~  
16 ~~question.~~

17 ~~THE WITNESS:~~

18 ~~I don't know how to answer that.~~

19 ~~BY MR. HUDSON:~~

20 ~~Q Well, to your knowledge, has Regions~~  
21 ~~University applied for and obtained an exemption~~  
22 ~~from any authority in any state in order to~~  
23 ~~conduct its business?~~

1 ~~MR. PECAU:~~

2 ~~Objection, form.~~

3 ~~BY MR. HUDSON:~~

4 ~~Q You can answer the question.~~

5 ~~A I don't know.~~

6 ~~Q Okay. At the time that you were the~~

7 ~~Director of Organization Development and Learning~~

8 ~~in 2003, if it were necessary for Regions~~

9 ~~University to obtain an exemption from any state~~

10 ~~in order to conduct its business, would it have~~

11 ~~been your responsibility to obtain that~~

12 ~~exemption?~~

13 ~~MR. PECAU:~~

14 ~~That's a long question. Could you~~

15 ~~read that back?~~

16 ~~THE REPORTER:~~

17 ~~"At the time that you were the~~

18 ~~Director of Organization Development~~

19 ~~and Learning in 2003, if it were~~

20 ~~necessary for Regions University to~~

21 ~~obtain an exemption from any state~~

22 ~~in order to conduct its business,~~

23 ~~would it have been your~~

1 ~~responsibility to obtain that~~

2 ~~exemption?"~~

3 ~~MR. PECAU:~~

4 ~~I object to the form.~~

5 ~~THE WITNESS:~~

6 ~~In 2003, Regions University it~~

7 ~~didn't take shape until 2004.~~

8 ~~BY MR. HUDSON:~~

9 ~~Q Okay. And in 2004, did you still hold~~

10 ~~the position as Director of Organization~~

11 ~~Development and Learning?~~

12 ~~A Yes, sir.~~

13 ~~Q And did you hold that position when~~

14 ~~Regions University took shape?~~

15 ~~A Yes.~~

16 ~~Q At that time, if an exemption were~~

17 ~~required from any state in order for Regions~~

18 ~~University to conduct its business, would it have~~

19 ~~been your responsibility to obtain that~~

20 ~~exemption?~~

21 ~~MR. PECAU:~~

22 ~~Objection as to form.~~

23 ~~THE WITNESS:~~

1 ~~\_\_\_\_\_ I don't know what any of that would~~

2 ~~\_\_\_\_\_ have entailed. And so if it would~~

3 ~~\_\_\_\_\_ have been my responsibility, I don't~~

4 ~~\_\_\_\_\_ know.~~

5 ~~BY MR. HUDSON:~~

6 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. You just know you didn't do it.~~

7 ~~\_\_\_\_\_ A \_\_\_\_\_ I didn't \_\_\_\_\_ no.~~

8 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. And you don't know if anybody~~

9 ~~\_\_\_\_\_ else did?~~

10 ~~\_\_\_\_\_ A \_\_\_\_\_ I don't know if it was supposed to be~~

11 ~~\_\_\_\_\_ done.~~

12 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. To your knowledge, was any~~

13 ~~\_\_\_\_\_ consideration given by anyone at the bank to the~~

14 ~~\_\_\_\_\_ use of the term "university" as it was used by the~~

15 ~~\_\_\_\_\_ organization, entity or whatever you might call~~

16 ~~\_\_\_\_\_ it, quote "Regions University" close quote?~~

17 ~~\_\_\_\_\_ MR. PECAU:~~

18 ~~\_\_\_\_\_ Object to the form of the question.~~

19 ~~\_\_\_\_\_ THE WITNESS:~~

20 ~~\_\_\_\_\_ I don't understand the question.~~

21 ~~BY MR. HUDSON:~~

22 ~~\_\_\_\_\_ Q \_\_\_\_\_ Are you familiar with entities that~~

23 ~~\_\_\_\_\_ regulate banks?~~

1 ~~\_\_\_\_\_ A \_\_\_\_\_ No, sir.~~

2 ~~\_\_\_\_\_ Q \_\_\_\_\_ Any of them? I mean, do you know the~~  
3 ~~\_\_\_\_\_ FDIC exists?~~

4 ~~\_\_\_\_\_ A \_\_\_\_\_ I know the name, yes.~~

5 ~~\_\_\_\_\_ Q \_\_\_\_\_ And you know regulators come into the~~  
6 ~~\_\_\_\_\_ bank. You know everybody gets nervous when they~~  
7 ~~\_\_\_\_\_ come in?~~

8 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes, sir.~~

9 ~~\_\_\_\_\_ Q \_\_\_\_\_ Do you have any personal knowledge about~~  
10 ~~\_\_\_\_\_ whether or not those who are not regulated by~~  
11 ~~\_\_\_\_\_ federal authority are prohibited from using the~~  
12 ~~\_\_\_\_\_ word "bank?"~~

13 ~~\_\_\_\_\_ MR. PECAU:~~

14 ~~\_\_\_\_\_ I object to the form.~~

15 ~~\_\_\_\_\_ THE WITNESS:~~

16 ~~\_\_\_\_\_ I have no knowledge, no.~~

17 ~~\_\_\_\_\_ BY MR. HUDSON:~~

18 ~~\_\_\_\_\_ Q \_\_\_\_\_ Do you have any knowledge as to whether~~  
19 ~~\_\_\_\_\_ those who are not appropriately approved by state~~  
20 ~~\_\_\_\_\_ authority are prohibited from using the word~~  
21 ~~\_\_\_\_\_ "university?"~~

22 ~~\_\_\_\_\_ MR. PECAU:~~

23 ~~\_\_\_\_\_ I object to the form of the~~

1 ~~question.~~

2 ~~THE WITNESS.~~

3 ~~I have no knowledge.~~

4 ~~BY MR. HUDSON.~~

5 ~~Q To your knowledge, has anyone at the~~

6 ~~bank investigated whether or not the bank is~~

7 ~~permitted to use the word "university" without~~

8 ~~being appropriately licensed?~~

9 ~~MR. DECAU.~~

10 ~~Same objection.~~

11 ~~THE WITNESS.~~

12 ~~I have no knowledge.~~

13 ~~BY MR. HUDSON.~~

14 Q Okay. You had mentioned some outreach  
15 programs. Do you recall when we talked about  
16 those?

17 A Uh-huh.

18 Q I've changed the subject. Can you give  
19 me the names, titles or descriptions of the  
20 outreach programs to which you refer?

21 A The ones that I remember were designed  
22 by the American Bankers Association. And they  
23 were built in modules.

1 Q I'm sorry?

2 A They were built in modules, learning  
3 modules.

4 Q Modules.

5 A So they would have kind of a complete  
6 package, would have facilitator's guide, probably  
7 a video, handouts, et cetera.

8 And the subject matter I remember was around  
9 personal banking, you know, what was a checking  
10 account, what was the life of a check, the general  
11 products that a bank offers; loans, checking  
12 accounts, investments. Another one was, you know,  
13 how to save money. Those are the ones I recall.

14 Q Do those modules still exist?

15 A I don't know.

16 ~~Q I don't want to limit my question. So~~  
17 ~~I'm really looking for some descriptive term to~~  
18 ~~describe the training materials to which you have~~  
19 ~~referred. Is there a descriptive term that I~~  
20 ~~could use that, if I asked for them in an~~  
21 ~~appropriate request for production, you would know~~  
22 ~~what I was asking for?~~  
23 ~~Let me tell you what I'm driving at. In the~~

1 ~~case, I may ask your lawyers to let me see these~~  
2 ~~materials. And when I ask for them, I want to ask~~  
3 ~~for them in a way that you'll know what I'm~~  
4 ~~talking about.~~

5 ~~A All I would know is that they would be~~  
6 ~~materials produced by the American Bankers~~  
7 ~~Association.~~

8 ~~Q And if we call them that, you would know~~  
9 ~~what we are talking about, these materials that~~  
10 ~~you and I are conversationally discussing now?~~

11 ~~A That's what I remember, yeah.~~

12 ~~Q Okay. Good. Are there any other~~  
13 ~~programs you've used in outreach that occur to you~~  
14 ~~other than the American Bankers Association~~  
15 ~~programs?~~

16 ~~A It wasn't my job to be involved in~~  
17 ~~outreach. So, not to my knowledge.~~

18 Q Okay. Whose job would outreach have  
19 been? And I know I've asked -- when I've asked  
20 that question, I guess I would begin in 2004 and  
21 not go back farther than that.

22 A You know, the way I remember that  
23 working is, it was mainly done by folks that had a



1 relationship with the community. So it would be a  
2 branch manager or a regional sales manager with  
3 branches reporting to them.

4 That person probably -- it wasn't all of  
5 them, but for some that also had a relationship  
6 with the state banking association, or that would  
7 be called upon by a member of the ABA. It's all  
8 volunteer. So there wasn't any form or fashion,  
9 if you will.

10 But those who had a desire or, you know, saw  
11 it as something that they could do to contribute  
12 back to the community would be the ones that would  
13 usually tend to step up. So passed down by word  
14 of mouth, passed down by relationships, passed  
15 down by association, newsletters.

16 So, you know, the materials are the ones that  
17 were kind of passed around. I mean, there wasn't  
18 any kind of system that I'm aware of.

19 ~~Q Sure. In any event, that wouldn't have~~  
20 ~~been either under the auspices of Regions~~  
21 ~~University or under your supervision or control.~~

22 ~~A No.~~

23 ~~Q Actually, it was a double negative. So~~

1 ~~I guess the answer would be yes. It wasn't under~~  
2 ~~your control and it wasn't under their auspices.~~  
3 ~~Is that right?~~

4 ~~A No. That's correct.~~

5 Q Thank you. We have marked deposition  
6 notices as Exhibits Seven and Eight. Have you had  
7 an opportunity to see these before today?

8 One is your individual deposition notice and  
9 the other is what lawyers refer to as a 30(b)(5;)   
10 30(b)(6) notice. And the one that is the  
11 30(b)(5;) 30(b)(6) notice has a list of things  
12 that we want to ask you about.

13 A Mr. Pecau, you know, showed me some  
14 paperwork so I didn't have it in my hand.

15 Q I'm just asking you if you've seen it  
16 before.

17 A I don't know.

18 Q Okay. I believe that you are being  
19 designated on the categories listed on Exhibit  
20 Eight except for category Six. Is that correct?

21 MR. PECAU:

22 I'll answer that question. That's  
23 correct.

1 ~~BY MR. HUDSON:~~

2 ~~Q Did you review documents in preparation~~  
3 ~~for your deposition here today?~~

4 ~~A I did go back and look at my own files~~  
5 ~~that I've had over the years.~~

6 ~~Q Did you bring those files with you~~  
7 ~~today?~~

8 ~~A No.~~

9 ~~Q Did you realize that they had been~~  
10 ~~requested that you bring them here today?~~

11 ~~A No.~~

12 ~~Q Can you describe to me the files that~~  
13 ~~you looked at? Let's do something as a shorthand~~  
14 ~~rendition. I'm going to take that question back~~  
15 ~~just for a moment.~~

16 ~~We were given what was marked as Exhibit~~  
17 ~~Four. And my guess is that it probably came from~~  
18 ~~your files.~~

19 ~~A These would be the files.~~

20 ~~Q Were there any files that you looked at~~  
21 ~~that are not included in Exhibit Four?~~

22 ~~A I'm sorry. I don't understand the~~  
23 ~~question.~~

1 ~~Q Your testimony, as I recall it, is that~~  
2 ~~in preparation for your deposition today, you~~  
3 ~~looked at your files. And I've shown you Exhibit~~  
4 ~~Four. And my question is, is Exhibit Four the~~  
5 ~~entirety of the file that you looked at before you~~  
6 ~~came here to testify today?~~

7 ~~A Yes, sir.~~

8 ~~Q Okay.~~

9 ~~A These are the files I looked at.~~

10 ~~Q Okay. And did you look at anything else~~  
11 ~~before you came here to testify today in~~  
12 ~~preparation for your testimony?~~

13 ~~A No, sir.~~

14 ~~Q Did you discuss your testimony, your~~  
15 ~~proposed testimony or any aspect of your testimony~~  
16 ~~with anyone except your lawyers?~~

17 ~~A No, sir.~~

18 Q Is there any plan or proposal to market  
19 Regions University outside of the bank?

20 MR. PECAU:

21 I object to the form of the  
22 question.

23 THE WITNESS:

1 I don't know.

2 BY MR. HUDSON:

3 Q If there is, you don't know about it?

4 A I don't know what you really mean by  
5 "market" outside the bank.

6 Q Is there any plan or proposal to use  
7 Regions University for anything except the bank's  
8 internal corporate training program?

9 A Not that I'm aware of.

10 Q Do you advertise in any way the  
11 existence or services of Regions University?

12 A Would you define the word "advertise?"

13 Q I don't know if I can. What I would do  
14 is ask you what your understanding of the word  
15 "advertising" is. And you can tell me that and  
16 then we can work with that.

17 A If it's to communicate and display  
18 information about the bank in order to attract  
19 individuals to join the bank, the answer would be  
20 yes.

21 Q All right. And how do you do that and  
22 where do you do that?

23 A There are brochures that are used by

1       recruiters as they, you know, market the bank to  
2       prospective candidates for hire.

3       ~~Q       I'll mark these in a moment. But just~~  
4       ~~to get us on the same track, are these examples of~~  
5       ~~the sort of brochures you're speaking of?~~

6       ~~A       I don't see what I was speaking of in~~  
7       ~~here.~~

8       ~~Q       Would you describe the brochures that~~  
9       ~~you're speaking of so that we can ask for them to~~  
10      ~~be produced, as well? If we just called them~~  
11      ~~brochures, would that be enough?~~

12      ~~MR. PECAU:~~

13      ~~Well, they have been produced.~~

14      ~~MR. HUDSON:~~

15      ~~Have they?~~

16      ~~MR. PECAU:~~

17      ~~Yeah.~~

18      ~~MR. HUDSON:~~

19      ~~And I didn't recognize them. Okay.~~

20      ~~BY MR. HUDSON:~~

21      ~~Q       Then would you describe to me the~~  
22      ~~brochures?~~

23      ~~A       It's been so long since I've seen those~~

1 ~~I remember on the phone~~

2 ~~MR. DECAU:~~

3 ~~Let's go off the record.~~

4 ~~WHEREUPON, THERE WAS AN OFF-THE-RECORD~~

5 ~~DISCUSSION.~~

6 ~~BY MR. HUDSON:~~

7 Q Mr. Pollard, to your knowledge, has  
8 Regions ever been approved by a regional  
9 accrediting body recognized by the U.S. Secretary  
10 of Education or the U.S. Department of Education?

11 A Not to my knowledge.

12 Q To your knowledge, has Regions ever  
13 filed for recognition or exemption under the post  
14 secondary education laws of any particular state  
15 to use the term "Regions University" or to operate  
16 it's program for Regions University?

17 A Not to my knowledge.

18 Q To your knowledge, has Regions ever  
19 sought or obtained authorization from any state to  
20 use the term "university" for its training  
21 program?

22 A Not to my knowledge.

23 Q To your knowledge, has Regions ever

1 sought or obtained authorization from any state to  
2 publish the use of the term "university" as it  
3 apparently has done in Exhibits Nine, Ten and  
4 Eleven?

5 A Would you repeat that question, please?

6 Q Sir?

7 A Would you repeat the question?

8 Q To your knowledge, has Regions ever  
9 obtained authority from any state to authorize it  
10 to publish the term "university" as it apparently  
11 has done in Exhibits Nine, Ten and Eleven?

12 A Not to my knowledge.

13 Q Okay. In fact, do Exhibits Nine, Ten  
14 and Eleven reflect that Regions Asset Company  
15 and/or Regions Financial Corporation have  
16 published to the public the fact that it is using  
17 the term "university?"

18 A If that question is to mean by the fact  
19 that those brochures are passed out to non-bank  
20 people in an effort to solicit, you know, them to  
21 consider joining the bank, making them public  
22 solicitations and awareness, then, yes.

23 ~~Q Has the bank made any effort to limit~~



1 ~~its publication of its use of the term~~  
2 ~~"university" such as is reflected in Exhibits~~  
3 ~~Nine, Ten and Eleven, or elsewhere, to trying to~~  
4 ~~attract new employees to the bank?~~

5 ~~MR. PECAU:~~

6 ~~I object to the form of the~~  
7 ~~question.~~

8 ~~THE WITNESS:~~

9 ~~I don't understand the question.~~

10 ~~BY MR. HUDSON:~~

11 Q To the extent that the bank has made  
12 public its use of the term "university", has the  
13 use of that been limited to its attempt to attract  
14 new hires?

15 A I don't know.

16 Q Do you know of any other reason that the  
17 bank has made public its use of the word  
18 "university" except in an attempt to attract new  
19 hires as is reflected in Exhibits Nine, Ten and  
20 Eleven?

21 A That would be what I would think would  
22 be -- that would be what I'm aware of. I'm not  
23 aware of any other efforts that they've used the

1 word "university" outside of recruiting.

2 Q Outside of trying to attract new hires?

3 A To my knowledge.

4 Q Okay. Now, please, if you will,  
5 identify for us Exhibits Nine, Ten and Eleven.

6 A Nine is a recruiting brochure. Ten is a  
7 brochure, I believe, that's used in new employee  
8 orientation.

9 Q In what?

10 A In new employee orientation.

11 Q So Ten would not be publicly  
12 disseminated. That would be used within the bank?

13 A My knowledge is that it was used for  
14 orientation programs. It could have been used for  
15 something else but I'm not aware of it.

16 Q All right, sir. But Nine would have  
17 been used publicly?

18 A Yes.

19 Q Okay.

20 A And Eleven is a copy of a web page.

21 Q And is that publicly available?

22 A Yes.

23 Q Okay. Now, your attorney was kind

1 enough to give us Nine, Ten and Eleven because I  
2 didn't have them here this morning, and  
3 represented that this may or may not be all of the  
4 brochures that were distributed outside the bank.

5 In your recollection, were there brochures  
6 distributed outside the bank touting the existence  
7 of Regions University other than Exhibit Nine?

8 A I believe that there have been other  
9 brochures that I have seen over the last three or  
10 four years that communicate, you know, Regions  
11 University, especially in its connection with  
12 careers at the company. And they could have been  
13 used for recruiting.

14 Q Could have been? Sir?

15 A Could have been used for recruiting.

16 Q Okay. And if they were used in any  
17 respect, in conjunction with somebody who is not  
18 an employee of the bank, the purpose would have  
19 been recruiting. Is that correct?

20 A Yes, to my knowledge.

21 ~~Q Okay. Now, when I'm looking at Exhibit~~  
22 ~~Nine, the reference I see and there may be~~  
23 ~~more. I just skimmed it. The reference I see to~~

1 ~~Regions University is on what has been Bates stamp~~

2 ~~numbered 12341. Do you see that?~~

3 ~~A Uh huh.~~

4 ~~MR. PECAU:~~

5 ~~He can't take down "uh huh". So~~

6 ~~could you say it?~~

7 ~~THE WITNESS:~~

8 ~~Yes. I see that. Yes.~~

9 ~~BY MR. HUDSON:~~

10 ~~Q Thank you. Would you quickly thumb~~

11 ~~through there and just see if you see any other~~

12 ~~reference to Regions University or RU?~~

13 ~~A That's the one notice of Regions~~

14 ~~University that I see.~~

15 ~~Q And would you please look at Exhibit~~

16 ~~Eleven, Bates stamp number 126, that says~~

17 ~~"Regions1Source and RU Learning (Regions~~

18 ~~University Learning)" on it? Do you see that?~~

19 ~~A Yes, sir.~~

20 ~~Q Is there any other place to your~~

21 ~~recollection as you sit here today where RU~~

22 ~~Learning or Regions University appears on a~~

23 ~~website that is available to the public?~~

1 ~~----- A ----- Yes, sir.~~

2 ~~----- Q ----- Where is that?~~

3 ~~----- A ----- It's on a link off of Regions --- Life at~~  
4 ~~Regions. There's a place, I think that you click~~  
5 ~~where it says "Training." And then it will take~~  
6 ~~you to another place where you can click on a link~~  
7 ~~for RU Learning.~~

8 ~~----- Q ----- And as you recall, when you click that~~  
9 ~~link, what does that bring up?~~

10 ~~----- A ----- As I recall, it brings up --- I believe~~  
11 ~~it's the RU Learning site page.~~

12 ~~----- Q ----- RU Learning what?~~

13 ~~----- A ----- The site page, the home page.~~

14 ~~----- MR. PECAU:-----~~

15 ~~----- I think there is some confusion~~  
16 ~~going on.~~

17 ~~----- MR. HUDSON:-----~~

18 ~~----- I think there is too.~~

19 ~~----- BY MR. HUDSON:-----~~

20 Q The testimony yesterday, as I understood  
21 it -- and it may be inaccurate. But as I  
22 understood it -- and my understanding may be wrong  
23 -- was that the Regions University home page, the

1 training that is available online is available to  
2 employees and it's password protected. Is that  
3 correct?

4 A It's -- well, my understanding is it's  
5 available 24/7.

6 Q Right.

7 A And you can access it from your home.

8 Q If you're an employee of Regions.

9 A If you're an employee of Regions, yes.

10 Q What I'm really asking about is what the  
11 general public can get to.

12 A Okay. Yeah. I'm not aware of anything  
13 that the general public can see then.

14 Q All right. And is there, in your  
15 recollection, any reference to Regions University,  
16 RU Learning or RU that the general public's eyes  
17 would see except for perhaps this reference on  
18 Defendant's Exhibit Eleven?

19 A That would be my understanding.

20 ~~Q Okay. And does Regions have web pages~~  
21 ~~and links to its human resources department?~~

22 ~~A I believe so.~~

23 ~~Q At one point, did your responsibilities~~

1 ~~also include human resources?~~

2 ~~A Not at Regions.~~

3 Q Okay. What I'm curious about -- and  
4 maybe you can help me with it -- on Exhibit Eleven  
5 -- I think you told us it was your belief that  
6 Exhibit Eleven is available to the general  
7 public. And I don't want to be argumentative.

8 But Exhibit Eleven looks like something that  
9 would go to the employees that says "Let's Get  
10 Started", and it tells employees how to go about  
11 doing things. Is that correct?

12 A It looks like it's information about the  
13 company, www.regions.com. I believe  
14 www.regions.com is a public website.

15 Q Okay. I'm no tech guy. I'm in real  
16 trouble with it. You may be too. And I guess  
17 we'll ultimately just get somebody in front of the  
18 computer and pull up what they can. But what it  
19 says is "regions.com" and then it says "/welcome/  
20 lets\_get\_started". It has more than that in that  
21 address.

22 Do you know as you sit here today whether or  
23 not that full address on this page, in fact, is

1 available to the general public or is something  
2 that is available to Regions people?

3 A No, not for sure.

4 Q Okay.

5 A I'd have to go on there to see. What I  
6 do know is that usually when you see -- when  
7 you're looking at something like that -- and  
8 again, I'm not a tech person either -- it's  
9 usually HTTPS, which indicates it's a secured  
10 server. That doesn't have an S beside the P.

11 Q So that normally wouldn't be a secure  
12 server?

13 A That address would be -- if it had an S  
14 on it, it would be a secured server.

15 Q And just assuming that this may be  
16 publicly available, Exhibit Eleven, in your  
17 capacity as operating the Regions University and  
18 being in charge of learning -- I don't want to  
19 mischaracterize it -- but as you previously  
20 testified, can you think of any reason that you  
21 would make available to the general public  
22 information about how to get started as an  
23 employee at Regions?



1           A     I think it would be a good way to show  
2     the general public that the bank has a process in  
3     which, you know, if you come join the bank, that  
4     we can take care of you from day one. So it would  
5     -- you know, I could see where it could be used as  
6     a good recruiting tool.

7           Q     And we'll just have to find out what it  
8     is. You can't tell us. Is that correct?

9           A     That's correct.

10       ~~Q     Okay. Now, when we looked at Exhibit~~  
11       ~~Eleven earlier, I asked you to look at Bates stamp~~  
12       ~~126 where it says "Human Resources and training~~  
13       ~~systems. Two of these systems you will find~~  
14       ~~particularly helpful is RegionsSource and RU~~  
15       ~~Learning (Regions University Learning). Is there~~  
16       ~~any link from that to anywhere else?~~

17       ~~A     On that page?~~

18       ~~Q     Yes.~~

19       ~~A     I don't know.~~

20           Q     Okay. If somebody wanted to test me on  
21     this, I'd fail miserably. We'll just have to ask  
22     somebody that knows about it. I gather from your  
23     testimony that Regions University conducts some of

1 its training online. Am I correct in that?

2 A Yes, sir.

3 Q Is training also conducted by your  
4 corporate training program that is not online?

5 A Yes, sir.

6 Q And where is that training conducted?

7 A It would usually be within the footprint  
8 of the company. And so Regions is in sixteen  
9 states. And so the training could be delivered  
10 anywhere within those sixteen states.

11 Q Okay. What physical locations are  
12 typically used?

13 A For the instructor-lead training, there  
14 are quite a few, we'd call, training labs. They'd  
15 have classroom spaces so they would have your  
16 classic teller training.

17 Q Owned by the company?

18 A Owned by the company. We also use  
19 external sites, like the Marriott Conference  
20 Center here in Prattville. So we've got -- we've  
21 probably used that several times in the last  
22 couple of years to deliver executive leadership  
23 courses.

1 ~~Q Are there any other places that you can~~  
2 ~~think of that are used? I'm not asking for every~~  
3 ~~conference center that you rent. But I gather you~~  
4 ~~rent conference centers for that purpose.~~

5 ~~A Yes, sir.~~

6 ~~Q Is there any other place other than~~  
7 ~~these company owned facilities or facilities that~~  
8 ~~you rent specifically for the purpose of training~~  
9 ~~your employees that are used?~~

10 ~~A Yes, sir.~~

11 ~~Q What are they?~~

12 ~~A Well, the conference centers.~~

13 Q My question was so awkward, I  
14 apologize. Am I correct in saying that you  
15 operate this corporate training program when you  
16 teach physically and not online either at company-  
17 owned facilities or at facilities you specifically  
18 rent for that purposes?

19 A Yes, sir.

20 Q And there aren't any other places that  
21 you do it that you can think of today?

22 A Not to my knowledge.

23 Q Okay. Are your employees required to

1 take corporate training?

2 A There are mandatory curriculum that must  
3 be completed for some job families. And then I  
4 guess everyone is -- is subjected to having to  
5 complete compliance training. So, I guess the  
6 answer would be yes.

7 Q Do you issue any diplomas or  
8 certificates upon completion of any course or any  
9 part of the training?

10 A Yes, sir.

11 Q Which? Diplomas or certificates, or  
12 both?

13 A Certificates.

14 Q And would you tell me the typical form  
15 of the certificate, what it would say?

16 A It would say something, in recognition  
17 of completion of a certain course, you know, this  
18 certificate is presented to, the person's name,  
19 and it would be signed by the instructor. You  
20 know, it could be signed by the chairman of the  
21 bank. Just depending on what the course is.

22 Q All right. Capable of being framed?

23 A Yes, sir.

1 Q And does the bank intentionally prepare  
2 the certificates in a way that they would be  
3 attractive if framed?

4 A Yes, sir.

5 Q And have you seen them framed and hung  
6 on walls?

7 A Yes, sir.

8 Q Have you seen that frequently?

9 A Yes, sir.

10 ~~Q Have you seen people display them~~  
11 ~~outside the bank?~~

12 ~~A I'm not I don't remember seeing any~~  
13 ~~outside the bank.~~

14 Q Does the bank allow its employees to  
15 represent to others that they have completed  
16 courses of study at Regions University?

17 A I would answer that as, we have produced  
18 transcripts for folks that have needed to prove to  
19 an association that they have completed certain  
20 numbers of hours of course work to keep their --  
21 whatever it is, you know, like a CPA, valid.

22 Q So would you please tell me more about  
23 the transcripts that are produced? Would you

1 describe one such transcript?

2 A The ones I've seen would have their  
3 name. Below their name, they would have the list  
4 of courses that they would have completed, the  
5 dates that they would have completed and the  
6 amount of contact hours that that course consisted  
7 of.

8 Q And those transcripts might be used, for  
9 instance, in aid of obtaining a CPA? Is that what  
10 you said?

11 A Well, the CPA -- to maintain the CPA  
12 license, you have to have so many hours of --

13 Q Continuing learning?

14 A Yes, continuing learning on a one-year  
15 or three-year basis. So some courses we offer  
16 have satisfied those requirements in the past.

17 Q And for what purposes other than these  
18 CPA Requirements have you produced transcripts?

19 A That's -- that's -- that's pretty much  
20 what I remember that we've done for folks that  
21 have said, I need to have a record of course work  
22 that I've taken. It's usually for some kind of an  
23 association licensure that they have to provide

1 recognition of training taken.

2 Q And in conjunction with their  
3 professional licensure?

4 A Yes, sir.

5 ~~Q Have you provided transcripts to schools~~  
6 ~~or colleges?~~

7 ~~A Not that I'm aware of.~~

8 ~~Q Are any steps taken by the bank, to your~~  
9 ~~knowledge, to prevent such transcripts from being~~  
10 ~~presented by graduates of Regions University to~~  
11 ~~schools or colleges?~~

12 ~~MR. PECAU:~~

13 ~~I object to the form of the~~  
14 ~~question.~~

15 ~~THE WITNESS:~~

16 ~~Could you repeat that, please?~~

17 ~~THE REPORTER:~~

18 ~~"Are any steps taken by the bank, to~~  
19 ~~your knowledge, to prevent such~~  
20 ~~transcripts from being presented by~~  
21 ~~graduates of Regions University to~~  
22 ~~schools or colleges?"~~

23 ~~THE WITNESS:~~

1 ~~\_\_\_\_\_ I don't know how to answer that.~~

2 ~~\_\_\_\_\_ I'm not sure what a graduate from~~

3 ~~\_\_\_\_\_ Regions University is.~~

4 ~~BY MR. HUDSON:~~

5 Q Fair enough. Are any steps taken by the  
6 bank, to your knowledge, to prevent attendees at  
7 Regions University from presenting transcripts of  
8 their attendance at Regions University to schools  
9 or colleges?

10 MR. PECAU:

11 I object to the form of the  
12 question.

13 THE WITNESS:

14 I'm not aware of any.

15 ~~BY MR. HUDSON:~~

16 ~~Q Okay. Are attendees at Regions~~  
17 ~~University encouraged by the bank to let members~~  
18 ~~of the general public know that they've attended~~  
19 ~~Regions University?~~

20 ~~A Would you repeat that question?~~

21 ~~THE REPORTER:~~

22 ~~"Are attendees at Regions University~~  
23 ~~encouraged by the bank to let~~



1 ~~\_\_\_\_\_ members of the general public know~~

2 ~~\_\_\_\_\_ that they've attended Regions~~

3 ~~\_\_\_\_\_ University?"~~

4 ~~\_\_\_\_\_ MR. PECAU:~~

5 ~~\_\_\_\_\_ I object to the form of the~~

6 ~~\_\_\_\_\_ question.~~

7 ~~\_\_\_\_\_ THE WITNESS:~~

8 ~~\_\_\_\_\_ I'm not aware of that.~~

9 ~~\_\_\_\_\_ BY MR. HUDSON:~~

10 Q Are any steps taken within your  
11 knowledge to caution attendees of Regions  
12 University not to represent to members of the  
13 public that they have attended Regions  
14 University?

15 MR. PECAU:

16 I object to the form of the  
17 question.

18 THE WITNESS:

19 Not to my knowledge.

20 ~~\_\_\_\_\_ BY MR. HUDSON:~~

21 ~~\_\_\_\_\_ Q Sir?~~

22 ~~\_\_\_\_\_ A Not to my knowledge.~~

23 Q Okay. Has it been brought to your

1 attention that former employees of the bank have  
2 represented on their transcripts that they have  
3 attended Regions University?

4 MR. PECAU:

5 I object to the form of the  
6 question.

7 THE WITNESS:

8 It's not been brought to my  
9 knowledge.

10 ~~BY MR. HUDSON:~~

11 ~~Q Would you be surprised to learn that?~~

12 ~~MR. PECAU:~~

13 ~~Object to the question.~~

14 ~~THE WITNESS:~~

15 ~~I'm not sure what "surprised" would~~

16 ~~be.~~

17 ~~BY MR. HUDSON:~~

18 ~~Q Good answer. If you want a break at any~~

19 ~~time, just say so.~~

20 ~~A Thank you.~~

21 Q Am I correct that the bank's Regions  
22 University does not offer educational services of  
23 any kind to the general public?

1           A     If I understand that to mean Regions  
2     University, Regions University does not offer  
3     courses to the public.

4           Q     Since you struggled, does the bank,  
5     itself, in any way offer educational services to  
6     the general public?

7           A     Other than what we've already talked  
8     about.

9           Q     These American Bankers courses, that  
10    sort of thing we talked about?

11          A     Yeah.

12          Q     Okay. Has anyone brought to your  
13    attention, any bank employee brought to your  
14    attention, that they were confused about whether  
15    the bank's corporate training program was the same  
16    as Regions University being operated by the school  
17    that was formerly Southern Christian University?

18          A     No associate has brought that to my  
19    attention.

20          Q     Sir?

21          A     No employee has brought that to my  
22    attention.

23    ~~Q     The transcripts that you described~~

1 ~~earlier in your testimony, does the name "Regions~~  
2 ~~University" appear on the transcripts, or do you~~  
3 ~~recall?~~

4 ~~A I don't recall.~~

5 ~~Q If we would like to see those~~  
6 ~~transcripts, if we just describe them as~~  
7 ~~"transcripts", would you know what we were~~  
8 ~~speaking of?~~

9 ~~A Yes.~~

10 ~~Q Okay. Do you maintain copies of them~~  
11 ~~after they're issued?~~

12 ~~A No.~~

13 ~~Q Does the bank maintain copies?~~

14 ~~A No. Those transcripts are created off~~  
15 ~~of the Learning Management System.~~

16 ~~Q The what?~~

17 ~~A The Learning Management system.~~

18 ~~Q Okay.~~

19 ~~A And so it maintains the information on~~  
20 ~~the associate. But there's no hard copies kept.~~

21 ~~Q Is there an electronic copy of the~~  
22 ~~transcript that was issued?~~

23 ~~A I don't think so. I think what you do~~

1 ~~you create a report and that is essentially a~~  
2 ~~transcript. And then once you create it, it~~  
3 ~~disappears. You create it, print it off and it~~  
4 ~~doesn't exist anymore.~~

5 ~~Q I'm just trying to visualize this. But~~  
6 ~~I gather that there is a central place where~~  
7 ~~electronically, the training records of every~~  
8 ~~employee are maintained. Is that what you're~~  
9 ~~saying?~~

10 ~~A That's the Learning Management System,~~  
11 ~~yes, sir.~~

12 ~~Q So what you would do, if, for instance,~~  
13 ~~I wanted a transcript, you would call up Victor~~  
14 ~~Hudson in your computer and push a button and it~~  
15 ~~would print my training transcript.~~

16 ~~A Yes, sir. You would put in some~~  
17 ~~parameters, like courses from this date to this~~  
18 ~~date.~~

19 ~~Q Okay. And it would print those. And~~  
20 ~~that's what would be used by somebody, for~~  
21 ~~instance, for their CPA Licensure?~~

22 ~~A Yes, sir.~~

23 Q Has it ever been brought to your

1 attention that either any employee or former  
2 employee has used those transcripts or information  
3 from those transcripts on any resume?

4 A I think it would be smart if they did.  
5 But I don't know if I've ever seen a resume from  
6 someone who had a transcript that used it to  
7 create it.

8 Q They wouldn't give you the resume, would  
9 they?

10 A You know, it would be like, you mean  
11 you're looking for a job outside the bank now?

12 Q That makes good sense. But it's the  
13 kind of information you would expect them to use  
14 on a resume?

15 A I have personally used some of the  
16 courses that I've taken in the past in a similar  
17 kind of situation on a resume. So I would only  
18 say, you know -- you know, we have offered, in the  
19 past, four-week executive development courses.

20 You know, when you complete that, it's a  
21 pretty big deal. And some folks would recognize  
22 that.

23 Q And you get a certificate for that also?

1 A Yes, sir.

2 Q And that's the sort of certificate that  
3 you might well attach to your resume.

4 A Yes, sir.

5 Q And would the certificate that is issued  
6 now have the name "Regions University" on it?

7 A Not today.

8 Q And I wish I hadn't asked the question  
9 that way. At any point in time, did the  
10 certificates have "Regions University" on them?

11 A I don't know. I'd have to go back and  
12 look at them to answer that.

13 Q Well, do you have any certificates with  
14 Regions University on them?

15 A I mean, they are around the company.  
16 So, you walk into an office, you're likely to see  
17 one, as well as not see one. So when you walk in  
18 an executive's office, if they've been through any  
19 of the executive, you know, workshops, you may see  
20 it. I would have to go around and look.

21 ~~Q Well, I'm really being awkward in my~~  
22 ~~question. At any time if you looked at a typical~~  
23 ~~certificate, would it have on its heading or~~

1 ~~— somewhere else, the words "Regions University"?~~

2 ~~— A — I'd have to go look.~~

3 ~~— Q — You don't remember?~~

4 ~~— A — I don't remember.~~

5 ~~— Q — Fair enough.~~

6 ~~— A — I do remember that some of the~~

7 ~~— certificates had colleges on them. Now, whether~~

8 ~~— they would have actually said "Regions~~

9 ~~— University", I don't know. But I know a lot of~~

10 ~~— them had like "Retail College", "Commercial~~

11 ~~— College". Now, if it would have said of the~~

12 ~~— University, I don't know.~~

13 ~~— Q — Each certificate would have on it at~~

14 ~~— least the college, Retail College, or one of the~~

15 ~~— others, and may also have Regions University on~~

16 ~~— it. Is that correct?~~

17 ~~— A — It could. There was also another~~

18 ~~— component of the University called the Leadership~~

19 ~~— and Sales institute. It could have had that on~~

20 ~~— it.~~

21 ~~— Q — Well, let's look. This may help us a~~

22 ~~— little and make it easier for us. Look, if you~~

23 ~~— will, please, sir, at Exhibit Twelve marked for~~



1 identification and tell me if you can identify  
2 that.

3 A Yes, sir.

4 Q And it's several pages long. You might  
5 want to thumb through it. The Bates stamp numbers  
6 go from 1403 through 1407.

7 A It brings back memories.

8 Q Pleasant ones. What is it? I don't  
9 know what it is.

10 A This was the original artist renditions  
11 of Regions University logos.

12 Q I think what you just looked at is Bates  
13 stamp number 1404. Is that correct?

14 A All right. This -- that's what all this  
15 is.

16 Q All right. All of that -- this entire  
17 exhibit is the original artist renditions of the  
18 logos?

19 A That we had to choose from.

20 Q All right.

21 A And then we had chose the ones that are  
22 on page 1403.

23 Q Okay.

1           A     I haven't seen these in years.

2           Q     But in any event, the ones on 1403 are  
3     the ones that have been chosen?

4           A     Yes, sir.

5           Q     All right. Now, let me show you Exhibit  
6     Thirteen marked for identification and ask you if  
7     you could tell me what that is.

8           A     I recognize the logos but I don't  
9     recognize the pictures.

10          Q     Let me tell you, I'm not all that  
11     interested in knowing whether you remember this  
12     particular picture or anything like that.

13                I would think your recollection of what I'm  
14     driving at might be more general and it might be  
15     something like, well, this is typical of the sort  
16     of thing we used for such and such, whatever. But  
17     that's the kind of thing I'm going to ask you  
18     about.

19          A     Yeah. That would be my assumption, that  
20     these were, I guess, the ability to start the  
21     development of brochures or it could have been web  
22     pages for the University website. Here's one for  
23     a leader's guide.

1           So that would have been the front cover of an  
2   instructor's manual. That would, you know,  
3   signify the college that it represented within the  
4   University.

5           Q     And those all would have been  
6   distributed internally. Is that correct? Or used  
7   internally and solely internally?

8           A     These would be used internally, yes,  
9   sir.

10          Q     Look, for instance, at Exhibit Thirteen,  
11   the top one, which is 1300. You see "Regions  
12   University" and under that in smaller letters,  
13   "Retail College". And if you look at Exhibit  
14   Twelve, you find the same logo. Do you see that?

15          A     Yes, sir.

16          Q     Now, unless it's changed, it looks to me  
17   like the logo that's used when you refer to the  
18   Retail College would be in the format that you see  
19   on Thirteen, Exhibit Thirteen, Bates stamp number  
20   1300. Am I correct in that?

21          A     Yes, sir.

22          Q     And has that logo changed?

23          A     Today?

1 Q Yes.

2 A All of them are changes.

3 Q But has it changed yet?

4 A No, sir, it hasn't changed yet.

5 Q Okay. That's good enough. Now, the  
6 logos that are set forth on Exhibit Twelve, 1403  
7 are those logos that have been used consistently  
8 since the coming into existence of Regions  
9 University as a name for the corporate training  
10 program? I'm speaking only of 1403.

11 A Yes, sir.

12 Q Okay. And so, for instance, if a  
13 certificate had Retail College on it, now that you  
14 look at this, would you expect it to have Regions  
15 University Retail College in the format of this  
16 logo?

17 MR. PECAU:

18 I object to the form of the  
19 question. If you know, answer. If  
20 you don't --

21 THE WITNESS:

22 Yeah. My understanding would be  
23 that if it would have Retail College

1           -- if it be a Retail College  
2           certificate, this would be what  
3           would be displayed as a logo.

4       BY MR. HUDSON:

5           Q     On that Exhibit Twelve, would you please  
6           circle what you're indicating would be the logo  
7           that you expect would be displayed on a  
8           certificate from the Retail College?

9           A     Yes, sir.

10          Q     Okay. And similarly, if the certificate  
11       were issued by the Operations College, the  
12       Mortgage College, the Corporate Support College,  
13       the Trust College, the Commercial College or the  
14       Leadership and Sales Institute, would you expect  
15       the certificate to bear the corresponding logo  
16       that appears on Exhibit Twelve, Bates stamp number  
17       1403?

18               MR. PECAU:

19               Object to the form of the question.

20               THE WITNESS:

21               We would like for it to have had  
22               that.

23       BY MR. HUDSON:

1 Q These three leaves that appear on the  
2 logo that are depicted on Exhibit Twelve, 1403,  
3 are those similar to the three leaves that are  
4 depicted in the triangular logo that's used by  
5 Regions Bank?

6 A Yes, sir.

7 ~~Q Earlier testimony, as I understood it to~~  
8 ~~be and I'm just asking you if you have the same~~  
9 ~~understanding is that that was adopted to~~  
10 ~~depict the joinder between Union Planters and~~  
11 ~~Regions. Do you have any recollection about that?~~

12 ~~MR. PECAU:~~

13 ~~Object to the form of the question.~~

14 ~~BY MR. HUDSON:~~

15 ~~Q When was the triangle with the three~~  
16 ~~leaves first used as a part of the Regions logo?~~  
17 ~~I'm speaking now of the bank, or the Regions~~  
18 ~~companies, the Regions logo, in your recollection.~~

19 ~~A In my recollection, it would have been~~  
20 ~~in 2004.~~

21 ~~Q And was there any seminal event that was~~  
22 ~~associated with that?~~

23 ~~A I don't recall.~~

1 ~~Q Okay. Do you have any understanding of~~  
2 ~~what the significance of these three little leaves~~  
3 ~~in this column is that's depicted on Exhibit~~  
4 ~~Twelve, 1403?~~

5 ~~A You know, I've seen things where they~~  
6 ~~represented just different concepts, different~~  
7 ~~perspectives. But none that I would say would be~~  
8 ~~official.~~

9 ~~Q Sir?~~

10 ~~A None that I'm aware of that, you know,~~  
11 ~~the company puts forth.~~

12 ~~Q Okay. Look, if you would, please, sir,~~  
13 ~~at Exhibit Two that was previously marked in~~  
14 ~~another deposition, and also Exhibit Three that~~  
15 ~~was previously marked in another deposition.~~

16 ~~Do you recognize a sign like the one depicted~~  
17 ~~in Exhibit Two? I'm not asking you to identify~~  
18 ~~Exhibit Two. I'm just asking you to look at the~~  
19 ~~picture.~~

20 ~~A I'm not sure what you're asking.~~

21 ~~Q Yeah. It's a picture of a bank sign.~~  
22 ~~Have you seen one that looked like that before?~~

23 ~~A Yes, sir, I've seen this before.~~

1 ~~Q Okay. And is that typical of the signs~~  
2 ~~that Regions Bank uses to identify its banks?~~

3 ~~MR. PECAU:~~

4 ~~Object to the form of the question.~~

5 ~~THE WITNESS:~~

6 ~~This is an old sign, I believe,~~  
7 ~~prior to the changeover.~~

8 ~~BY MR. HUDSON:~~

9 ~~Q Now you're pointing to exhibit what,~~  
10 ~~Three?~~

11 ~~A Three.~~

12 ~~Q And with the changeover, do you now have~~  
13 ~~on your signs Regions and that little triangle?~~

14 ~~A Yes, sir.~~

15 ~~Q Now, when I drove into Montgomery, I saw~~  
16 ~~a big tall building that had Regions on the top~~  
17 ~~and it was written just like it is on Exhibit~~  
18 ~~Two. Have you seen that?~~

19 ~~A I didn't recognize that.~~

20 ~~Q You didn't look to see it?~~

21 ~~A I didn't look to see it.~~

22 ~~Q Well, if I'm wrong, you tell me. But I~~  
23 ~~think I see a lot of them still that look like~~



1 ~~Exhibit Two. Do you?~~

2 ~~A That's not something I pay attention to,~~

3 ~~to be honest with you.~~

4 ~~Q That's fair enough. But in any event,~~

5 ~~they are supposed to either look like Two or~~

6 ~~Three, one or the other?~~

7 ~~MR. PECAU:~~

8 ~~Object to the form of the question.~~

9 ~~THE WITNESS:~~

10 ~~I know that Exhibit Three is what~~

11 ~~the corporate standard has been~~

12 ~~that's been what the company has~~

13 ~~been working towards.~~

14 ~~BY MR. HUDSON:~~

15 ~~Q Right. And they've told you that in~~

16 ~~your training programs?~~

17 ~~A No, sir. That comes from management~~

18 ~~communications.~~

19 ~~Q Okay. In any event, upper management~~

20 ~~has told you that.~~

21 ~~A Yes, sir. That's~~

22 ~~Q Okay. And they've told you they're~~

23 ~~working to move from the depiction in Exhibit Two~~

1 ~~towards the one in Exhibit Three?~~

2 ~~A Yes, sir.~~

3 ~~MR. PECAU:~~

4 ~~Object to the form of the question.~~

5 ~~BY MR. HUDSON:~~

6 ~~Q The answer is yes?~~

7 ~~A Yes.~~

8 Q Thank you. I don't intend to make this  
9 a memory contest so I'm asking you to just do as  
10 best you can. Would you please, as you can,  
11 recite for me the courses or subjects that are  
12 offered by the bank's corporate training program,  
13 Regions University?

14 A In the areas of leadership, you would  
15 have Management Foundations. You would have  
16 Exceptional Practices for Managerial --

17 Q Sir?

18 A Exceptional Practices for Managerial --  
19 for Managers. You would have the Senior  
20 Leadership Workshop. You would have Behavioral  
21 Interviewing.

22 Q Sir?

23 A Behavioral Interviewing. Performance

1 Management Workshop. Executive Coaching Workshop.

2 Q Executive what?

3 A Coaching.

4 Q Coaching.

5 A Internal Consulting Workshop. Teller

6 Training.

7 Q Sir?

8 A Teller Training. Teller, as in bank

9 tellers.

10 Q Tellers.

11 A Yes. There are multiple courses within

12 the teller training curricula.

13 Q Okay. I don't need to hear those. Just

14 whenever you can do it generically such as telling

15 me Teller Training, that's fine.

16 A FSR training, Financial Services

17 Representative training, Branch Manager training,

18 Sales Management training for retail, Commercial

19 Loan Officer training, Commercial Admin training.

20 There's a Trust Administrator curricula.

21 Mortgage Loan Originator curricula. Those are the

22 ones that come to mind. And there are, you know,

23 three or four or five hundred online courses.

1 Q Yeah. I don't need to hear about them.  
2 I think if you could just describe them in general  
3 categories for me as you did with teller training,  
4 that would be helpful. And let's try to cover all  
5 of the general categories.

6 A Yeah. Financial -- Finance and  
7 Accounting would be one. Communication Skills.  
8 Supervision. Human Resources. Team Building.  
9 Sales. Customer Service. Those are the ones that  
10 come to mind.

11 Q Is advancement in the bank tied in any  
12 way to the successful completion of these courses?

13 A There's -- there's a strong attempt to  
14 manage that for entry level positions. And so you  
15 have to complete certain criteria, certain  
16 curricula before you're eligible for promotion,  
17 and, you know, strongly encouraged and supported.

18 There's a lot of recognition given to folks  
19 who do complete courses. And so, you know, I  
20 wouldn't say we're mandatory in a lot of cases as  
21 much as I would that it's looked on very  
22 positively.

23 Q Is it taken into consideration in salary

1 advances and promotions?

2 A Some of it is, yes, sir.

3 Q And are completion of these courses and  
4 dedication to this training program something that  
5 is promoted as a tool that an employee should  
6 utilize in order to advance within the  
7 organization?

8 A That's the type of culture we've tried  
9 to create.

10 Q That's the purpose of it, isn't it?

11 A That's the purpose, yes, sir.

12 ~~Q Okay. I'm looking at what we've~~  
13 ~~previously marked as Exhibit Four. And you've~~  
14 ~~identified that earlier as your file that you~~  
15 ~~reviewed in preparation for your deposition~~  
16 ~~today. I don't have a lot of questions about it.~~  
17 ~~I'm going to skip around.~~

18 ~~If you feel like you need to read something~~  
19 ~~in detail before you answer it, do that. I'm not~~  
20 ~~trying to sneak up on you. And I don't think my~~  
21 ~~questions are that tough.~~

22 ~~I find under Strategic HR Initiatives this~~  
23 ~~phrase "to interact with business partners and~~

1 ~~college learning officers". And my question~~  
2 ~~simply is, what is this document referring to when~~  
3 ~~it refers to "Business Partners" and what it is~~  
4 ~~referring to, in your understanding, when it~~  
5 ~~refers to "College Learning Officers?"~~

6 ~~A The Business Partner would be a position~~  
7 ~~held by a senior HR manager.~~

8 ~~Q Within the bank?~~

9 ~~A Within the bank, yes, sir.~~

10 ~~Q Okay.~~

11 ~~A The College Officer would be the person~~  
12 ~~who managed that particular line of business~~  
13 ~~training within the University.~~

14 ~~Q Also within the bank?~~

15 ~~A Within the bank, yes, sir.~~

16 Q Okay. When you look at Exhibit Four --  
17 this isn't Bates stamp numbered. But the first  
18 page isn't numbered and the next are. So it would  
19 be effectively numbered one through eight. Do you  
20 see that collection? Pages one through eight.

21 A Yes, sir.

22 Q Is that current? Is this a current  
23 doctrine or policy or is this an older one?

1           A     This is a document that was put together  
2     in the summer of 2004 to represent the area of  
3     responsibility that I had to the Management  
4     Consulting Group within the company. And it is  
5     what we've operated under until the merger with  
6     AmSouth.

7     ~~Q     If I say this wrong, you tell me. At~~  
8     ~~that time, the organization development part was~~  
9     ~~severed from the learning part and you took the~~  
10    ~~learning part.~~

11    ~~A     I took the organization development~~  
12    ~~part.~~

13    ~~Q     I'm sorry. Okay. But notwithstanding~~  
14    ~~that, you are sufficiently familiar with the~~  
15    ~~learning part to still testify here today in a~~  
16    ~~knowledgeable way?~~

17    ~~A     I understand its basics, yes, sir.~~

18    ~~Q     Sir?~~

19    ~~A     I understand the basics of it, yes, sir.~~

20    ~~Q     When you say "basics", I'm not asking~~  
21    ~~questions about the fine points of some course.~~  
22    ~~Have you been comfortable in your testimony so~~  
23    ~~far?~~

1 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes, sir.~~

2 ~~\_\_\_\_\_ Q \_\_\_\_\_ Okay. Now, if you would, please, sir,~~

3 ~~\_\_\_\_\_ move forward in this collection of documents until~~

4 ~~\_\_\_\_\_ you get to the page once again unnumbered that~~

5 ~~\_\_\_\_\_ says "Top 100".~~

6 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes, sir.~~

7 ~~\_\_\_\_\_ Q \_\_\_\_\_ Now, if you would, would you please go~~

8 ~~\_\_\_\_\_ forward, thumb forward and tell me when you get to~~

9 ~~\_\_\_\_\_ the end of the group of documents that go with~~

10 ~~\_\_\_\_\_ that cover page?~~

11 ~~\_\_\_\_\_ A \_\_\_\_\_ Yes, sir.~~

12 ~~\_\_\_\_\_ Q \_\_\_\_\_ Would you be so kind as to put in the~~

13 ~~\_\_\_\_\_ lower right hand corner of that group and start~~

14 ~~\_\_\_\_\_ with the one that says "Top 100," put a "1" and~~

15 ~~\_\_\_\_\_ then just number the rest all the way through~~

16 ~~\_\_\_\_\_ that?~~

17 ~~\_\_\_\_\_ A \_\_\_\_\_ On the inside too?~~

18 ~~\_\_\_\_\_ Q \_\_\_\_\_ No. Just on the front so that later we~~

19 ~~\_\_\_\_\_ can figure out what we're talking about.~~

20 ~~\_\_\_\_\_ A \_\_\_\_\_ Okay.~~

21 ~~\_\_\_\_\_ MR. HUDSON:~~

22 ~~\_\_\_\_\_ Thank you. Let's take a break just~~

23 ~~\_\_\_\_\_ a moment.~~



1 ~~WHEREUPON, A RECESS WAS TAKEN.~~

2 ~~BY MR. HUDSON:~~

3 Q What is Training Top 100?

4 A It's an annual competition you can enter  
5 in to have your learning organization judged to  
6 see how it stacks up with other companies'  
7 training functions across -- most of this is U.S.

8 Q When you say "stacks up" against other  
9 training, is that other corporate training  
10 programs?

11 A Yes, sir.

12 Q And you may not be aware of this. But  
13 if there's an allegation in this lawsuit that  
14 Regions University has been recognized by Top 100  
15 training, has that been recognized among corporate  
16 training programs?

17 A Yes, sir.

18 Q Does Top 100 training recognize anything  
19 except, in your knowledge, corporate training  
20 programs?

21 A Would that include non-profit in your  
22 definition of "corporate"?

23 Q Yes, sir.

1 ~~----- A ----- I think that would be the case.~~

2 ~~----- Q ----- Is the name of the magazine Training~~  
3 ~~----- Magazine?~~

4 ~~----- A ----- Yes, sir.~~

5 ~~----- Q ----- And is Training Magazine, in your~~  
6 ~~----- understanding, devoted to profit and non profit~~  
7 ~~----- corporate training programs?~~

8 ~~----- A ----- I have no knowledge of that.~~

9 ~~----- Q ----- Do you have any understanding of that at~~  
10 ~~----- all?~~

11 ~~----- A ----- No, sir. You're saying, would it apply~~  
12 ~~----- for folks in educational settings?~~

13 Q No. Actually, I'm not asking for you to  
14 testify about what Training Magazine is. I'm  
15 simply asking you for your understanding of what  
16 Training Magazine is. And you might not have any  
17 at all.

18 A My understanding, it would be for folks  
19 that have an interest in education and training of  
20 the workforce.

21 Q For the workforce.

22 A Yes, sir.

23 Q And you don't know whether that's just

1 corporate training programs or not?

2 A No.

3 Q You just don't know?

4 A Don't know.

5 Q Did you participate in the initiative to  
6 apply for this award?

7 A Yes, sir.

8 Q Were you the one who, in fact, took the  
9 initiative?

10 A I requested that we do it, yes, sir.

11 ~~Q And was it necessary to pay a fee in~~  
12 ~~order to do that?~~

13 ~~A I believe there was an application fee.~~

14 ~~Q An application fee that was paid to~~  
15 ~~Training Magazine?~~

16 ~~A I didn't handle it so I don't know the~~  
17 ~~details. But I would assume it would have been~~  
18 ~~paid to Training Magazine.~~

19 ~~Q Who would have handled that?~~

20 ~~A The individual's name is Todd Massey.~~

21 ~~Q And what is his job?~~

22 ~~A He is an Organizational Development~~  
23 ~~Consultant.~~

1 ~~Q I'm just curious. Why would he have~~  
2 ~~handled the fee payment part of it and you would~~  
3 ~~have handled other parts? Is there any reason for~~  
4 ~~that division of responsibility?~~

5 ~~A He handled the development of the whole~~  
6 ~~application. I requested it. I provided input~~  
7 ~~into it. But I didn't prepare it.~~

8 ~~Q I understand. And he would work under~~  
9 ~~your supervision?~~

10 ~~A Yes, sir.~~

11 ~~Q And your direction.~~

12 ~~A Yes, sir.~~

13 ~~Q And whatever mechanical things were~~  
14 ~~required such as getting a check to pay the fee,~~  
15 ~~that would have been delegated to him.~~

16 ~~A Yes, sir.~~

17 ~~Q But it would have required your~~  
18 ~~approval, would it not?~~

19 ~~A Yes, sir.~~

20 Q I'm not going to fly speck this. If you  
21 want to read it all, that's fine. But my question  
22 is, would this document which is captioned  
23 "Training Top 100" and runs through the twenty

1        numbered pages fairly describe the corporate  
2        training program as it existed on October 3, 2005,  
3        the date of this document?

4            A        Yes, sir.

5            Q        Do you see this page? Tell me which  
6        number it is. It says "Return On Investment" at  
7        the top of it.

8            A        Page nine.

9            Q        All right, sir. Looking at page nine of  
10       this exhibit captioned "Return On Investment",  
11       what was meant, in your understanding, of "Return  
12       On Investment"?

13          A        The extent to which the company is able  
14       to see some type of monetary or non-monetary  
15       effect based on the resources that were allocated  
16       to training.

17          Q        A measurable benefit to the company,  
18       either monetary or non-monetary. Would that be  
19       correct?

20          A        Yes, sir.

21          Q        And did the Regions corporate training  
22       program referring to it as Regions University  
23       result by October 3, 2005 in generating a

1 corporate benefit to Regions Bank?

2 A Yes, sir, in many ways.

3 Q All right. And did it do so in a  
4 monetary way?

5 A We've always tried to, you know, see if  
6 we can't document the impact of the training that  
7 we've offered. And in some cases, we've been able  
8 to.

9 Q And did you attempt to reflect those  
10 cases in this document at page nine?

11 A Yes, sir. I think one of the projects  
12 we were working on.

13 Q And what was the monetary benefit that  
14 you were able to document with respect to a  
15 portion of this Regions University corporate  
16 training program?

17 A There's a statement in this document in  
18 paragraph four, page nine that says "applying a  
19 conservative five percent value estimate, the  
20 increase in profitability would exceed one point  
21 nine million".

22 Q One point nine million dollars?

23 A Yes, sir.

1 ~~Q Okay. And at the top, referring just to~~  
2 ~~Executive Coaching, as I read it, you said that~~  
3 ~~you've invested thirty thousand dollars in your~~  
4 ~~corporate executive coaching program and that's~~  
5 ~~resulted in a documented two hundred and fifty~~  
6 ~~thousand dollars in additional revenue for the~~  
7 ~~bank.~~

8 ~~Is that correct? Have I read that correctly~~  
9 ~~or do I understand that correctly?~~

10 ~~A No, sir.~~

11 ~~Q Would you straighten me out?~~

12 ~~A I believe the top of the page where it~~  
13 ~~says "describe your best return on investment~~  
14 ~~outcome. For example"~~

15 ~~Q Oh. I see. That's their example?~~

16 ~~A That's their example.~~

17 ~~Q I'm sorry. Do you see this page, sir?~~

18 ~~A Did that come before or after?~~

19 ~~Q It comes after this one. There it is.~~

20 ~~A It's page twelve.~~

21 Q All right, sir. If we can look at page  
22 twelve, please, sir, of Exhibit Four, a portion of  
23 Exhibit Four, it says at the top "Top 100

1 Training", what do those blocks in that diagram at  
2 Number Eleven signify?

3 A They would signify the change in the  
4 composition of training that you would -- that we  
5 had offered from 2004 to 2005.

6 Q When I look at that block that starts at  
7 the top "Percentage of learning content (provided)  
8 devoted to the following areas", and then it lists  
9 areas A through M, would that be descriptive of  
10 the areas of training that were offered by Regions  
11 University during that time period, the bank's  
12 corporate training program?

13 A Yes, sir. That, I believe, was our best  
14 attempt to try to document the training that we  
15 offered and to fit it into the categories that the  
16 application asked us to fit it into.

17 Q And that would have been all of the  
18 categories using their format?

19 A Yes, sir.

20 Q Do you see this page?

21 A Yes, sir. It's page thirteen.

22 Q Sixteen?

23 A Thirteen.



1 Q Thirteen. Please look at the document  
2 marked at its top "Top 100 Learning", page  
3 thirteen, and look at the back side of thirteen,  
4 Section 2.1.6. It says "To better describe your  
5 Corporate University -- ", and it goes forward.

6 In your understanding, are there other  
7 corporations that refer to their internal training  
8 programs as universities?

9 A Yes, sir.

10 Q Is that frequently done in your  
11 understanding?

12 A It's common.

13 Q Okay. Would you tell me those of which  
14 you are aware?

15 A Motorola University; McDonalds Hamburger  
16 U, University; Delta University, Delta Airlines.

17 Q Delta University?

18 A Yes, sir. I believe Delta Airlines  
19 University. SunTrust University. Those are the  
20 ones that come off the top.

21 Q I notice that you told me that there  
22 was, for instance, Delta Airlines University,  
23 McDonald's Hamburger University. Is there any

1 reason that your corporate training program isn't  
2 referred to as Regions Bank University?

3 MR. PECAU:

4 I object to the form of the  
5 question.

6 THE WITNESS:

7 I don't know how to answer that.

8 ~~BY MR. HUDSON:~~

9 Q Was the name Regions Bank University  
10 considered by you, by the bank or by anybody?

11 A No, sir, not to my knowledge.

12 ~~Q Would you please look, sir, at Exhibit~~  
13 ~~Four, the pages that follow the one that you had~~  
14 ~~marked with a twenty? And they start at the top~~  
15 ~~"2006 CLO Award".~~

16 ~~A Yes, sir.~~

17 ~~Q Do the next four pages go together?~~

18 ~~A Yes, sir.~~

19 Q Would you please label them at the  
20 bottom A, B, C and D? Thank you. What is the CLO  
21 Award?

22 A It's the Corporate Learning Officer  
23 Award that is managed by CLO Magazine, similar to

1 Training Magazine, that recognizes that function  
2 within companies.

3 Q This is an individual award?

4 A Yes, sir. But in many cases, the  
5 individual award is substantiated based on the  
6 work that's done in the function.

7 Q Have you been the recipient of this  
8 individual award?

9 A Yes, sir.

10 Q And were you the recipient of that award  
11 in 2006?

12 A 2005, I believe, sir.

13 Q Is that something you also make  
14 application for?

15 A Yes, sir.

16 ~~Q And with whom do you make application?~~

17 ~~A The I don't remember the name of the~~  
18 ~~firm. But it's the magazine that sponsors the~~  
19 ~~award. It's something Media. I don't remember~~  
20 ~~the name.~~

21 ~~Q And I think you said that that would~~  
22 ~~have been in part because of the work that you've~~  
23 ~~done with the corporate training program for the~~

1 ~~bank.~~

2 ~~A Yes, sir.~~

3 ~~Q Was there any other basis other than the~~  
4 ~~work you've done with the bank's corporate training~~  
5 ~~program?~~

6 ~~A No.~~

7 Q Okay. If you look, please, sir, at page  
8 B, under item number 3, "Describe the impact of  
9 the initiative on the company and its  
10 stakeholders", do you see that?

11 A Yes, sir.

12 Q Is that an accurate statement of the  
13 impact of the corporate training program at  
14 Regions Bank referred to by the bank as Regions  
15 University that was administrated by you during  
16 this relevant time period?

17 A Yes, sir.

18 Q And did you help in the preparation of  
19 that statement?

20 A I reviewed it.

21 Q And approved it?

22 A Yes, sir.

23 ~~Q The statement I asked you about the~~

1 ~~statement on B, page B. But, in fact, it carries~~  
2 ~~over to page C. So you might look at C also to be~~  
3 ~~sure that we're still in accord on your answer.~~

4 ~~MR. PECAU:~~

5 ~~Do you want the question read back~~  
6 ~~to you?~~

7 ~~THE WITNESS:~~

8 ~~Please.~~

9 ~~MR. HUDSON:~~

10 ~~Let me ask another one.~~

11 ~~BY MR. HUDSON:~~

12 Q I was unfair to you and it wasn't on  
13 purpose. When I asked you a series of questions  
14 about whether or not item number 3 on page B is  
15 accurate and reflects the program and its impact  
16 on the company at the time this statement was  
17 written, I asked you just to look at page B. But,  
18 in fact, it carries over to page C too.

19 So my question is, does the statement on  
20 pages B and C accurately reflect the impact of the  
21 corporate training program known as Regions  
22 University administrated by you as to its impact  
23 on Regions Bank during the time period reflected

1 in this document?

2 A The thing that we were the proudest of  
3 in looking at this, the approach was a very  
4 efficient use of training. And so that when it  
5 comes down to it, we reduced the number of  
6 training hours required to fulfill the strategy  
7 and that resulted in a return on investment of  
8 over seven hundred percent. That was right on  
9 target.

10 Q Well, if there's any trick in this  
11 question, I don't know what it is. Under your  
12 supervision and direction, was this document which  
13 is captioned at its top "2006 CLO Award"  
14 prepared? Was this prepared under your  
15 supervision and direction?

16 A Yes, sir.

17 Q And the assessment of the impact of the  
18 initiative on the company and its stakeholders as  
19 what was being referred to as the initiative in  
20 that sentence, was that the corporate training  
21 program?

22 A Yes, sir.

23 Q And so was the impact of the corporate

1 training program referred to as Regions University  
2 on Regions Bank and its stakeholders at the time  
3 this document was prepared reflected in the answer  
4 set forth under Exhibit Three?

5 A Yes, sir.

6 Q Okay. I'm not going to mark this yet.  
7 Do you see that budget or whatever that is, that  
8 spreadsheet? Do you recognize that and know what  
9 it is? It's with other documents.

10 A It looks like a budget document, Regions  
11 corporate training, October of 2006.

12 Q Well, let me make it simpler. It could  
13 be a lot of things. One thing it could be is a  
14 budget for Regions University. If it's not that,  
15 I'm not interested in asking you about it.

16 A Okay. I believe this is maybe the last  
17 report that we had prior to the AmSouth merger.  
18 So that would probably be a valid snapshot of the  
19 corporate University.

20 Q Okay. I'll mark that as Exhibit  
21 Fourteen, what we referred to just a moment ago.  
22 And in my understanding, that would be a valid  
23 snapshot of the expenditures for corporate

1 training by the corporate training arm of Regions  
2 Bank just prior to the AmSouth merger. Is that  
3 correct?

4 A Yes, sir.

5 Q Now, look, please, sir, at page 30356.

6 A 30356?

7 Q Yes, sir. Do you see up at the top  
8 where it says in bold, "NewRegions-Corporate  
9 Training" with the words "new" and "Regions"  
10 merged into one word?

11 A Yes, sir.

12 Q What is that referring to?

13 A I don't know.

14 Q Are you familiar with the term  
15 "NewRegions" in any context?

16 A Yes, sir. It would be, I believe, a  
17 recognition of the company after the Regions/  
18 AmSouth merger.

19 Q Has that term been used with any degree  
20 of frequency after the merger?

21 A Yes, sir.

22 Q And how and where has it been used, to  
23 your knowledge?



1           A     Just as a way to signify the operations  
2     of the new company, the combined efforts between  
3     AmSouth and Regions.

4     ~~Q     Has it been used publicly?~~

5     ~~A     I don't know.~~

6     ~~Q     Please look at Bates stamp number 30353.~~

7     ~~A     Yes, sir.~~

8     ~~Q     What sort of legal and professional fees~~

9     ~~would the corporate training department have?~~

10   ~~That line item is about four down.~~

11   ~~A     Legal and Professional would be a~~

12   ~~general ledger account line that would be used to~~

13   ~~house expenses that the function would have for~~

14   ~~external consultants that are used to deliver~~

15   ~~programs for the company.~~

16   ~~Q     So if you hire somebody to come in and~~

17   ~~put on a special training program, that would be~~

18   ~~the line item to show what you paid?~~

19   ~~A     Yes, sir.~~

20   ~~Q     Okay. Now, there's also a line item for~~

21   ~~Outside Services. How is that different?~~

22   ~~A     I don't know all that goes into Outside~~

23   ~~Services. But some of that that goes into there~~

1 ~~— could be catering. It could be purchase of~~  
2 ~~— materials. It just depends on how something gets~~  
3 ~~— classified in accounting.~~

4 ~~—— Q — Okay. Travel & Business Development.~~

5 ~~— Do you see that?~~

6 ~~—— A — Yes, sir.~~

7 ~~—— Q — What would that be?~~

8 ~~—— A — That would be mainly for instructor~~  
9 ~~— travel. So where we have folks that are going~~  
10 ~~— out, you know, into the footprint delivering~~  
11 ~~— courses.~~

12 ~~—— Q — The corporate training program known as~~  
13 ~~— Regions University wouldn't have any business~~  
14 ~~— development, per se, would it?~~

15 ~~—— A — No, sir.~~

16 ~~—— Q — Okay. Now, Miscellaneous Expense, do~~  
17 ~~— you see that?~~

18 ~~—— A — Yes, sir.~~

19 ~~—— Q — It's a huge item. I'm just wondering~~  
20 ~~— how does a banker get away with lumping a million~~  
21 ~~— dollars into miscellaneous expense. You don't~~  
22 ~~— have to answer that.~~

23 ~~—— A — Buy a lot of miscellaneouses.~~

1 ~~Q Yeah, a lot of them.~~

2 ~~MR. HUDSON:~~

3 ~~Let us spend a few minutes.~~

4 ~~WHEREUPON, A RECESS WAS TAKEN.~~

5 ~~BY MR. HUDSON:~~

6 Q Does the corporate training program,  
7 Regions University, utilize any outside media to  
8 promote itself to the public?

9 A Nothing other than the logo that you've  
10 seen in trying to go over the artwork. No, sir.

11 Q Now, when I say "outside media," I mean  
12 television, radio, that sort of thing.

13 A No, sir.

14 Q Do you charge tuition?

15 A Some of the courses require managers and  
16 departments to pay for their folks to attend.

17 Q To personally pay?

18 A No. The company pays. Our cost center  
19 will budget for folks to go through training.

20 Q But except for accounting and cost  
21 centers, there's no tuition charge?

22 A No, sir.

23 Q Do you give grades?

1 A No, sir.

2 Q Do you have a pass/fail system?

3 A In some courses.

4 Q So is there any testing associated with  
5 many of the courses?

6 A Courses where you have to prove  
7 proficiency, for example, compliance, there's a  
8 pass/fail cutoff score that's established. But  
9 those are few, compared to all that are offered.

10 Q And would you please tell me which those  
11 are?

12 A There's a series of, you know,  
13 regulation law courses. I can't tell you  
14 specifically all of them.

15 Q But they're all required as part of the  
16 bank's compliance with regulatory requirements?

17 A Yes, sir.

18 Q Do you teach in Spanish?

19 A We have converted some of our course-  
20 ware to Spanish to recognize some of the markets  
21 that we're in.

22 Q Do you offer any courses in English to  
23 Hispanic speakers?

1 A No, sir.

2 Q And the English language I'm speaking  
3 of.

4 MR. PECAU:

5 I object to the form.

6 BY MR. HUDSON:

7 Q Do you teach Spanish-speaking people how  
8 to speak English?

9 A No, sir.

10 Q And vice versa. Do you teach English-  
11 speaking people how to speak Spanish?

12 A We have had some self-study courses in  
13 the past on languages, Spanish being one of them,  
14 on a volunteer basis.

15 Q And have you done that under the  
16 auspices of Regions University?

17 A The materials were delivered by Regions  
18 University, yes, sir.

19 ~~Q And from whom did you obtain the~~  
20 ~~materials? You don't need to tell me the name of~~  
21 ~~the company. Was it an outside vendor?~~

22 ~~A Outside vendor, yes.~~

23 Q I'm going to show you Exhibits Fifteen

1 and Sixteen that I've marked for identification.

2 And I want to ask you about something in  
3 particular about them. Each of them has at the  
4 bottom "https". Do you see that?

5 A Yes, sir.

6 Q In the web address or whatever you call  
7 that. Is that the "S" that you referred to as a  
8 secure site?

9 A Yes, sir.

10 Q And so both Fifteen and Sixteen would be  
11 available only to bank employees who had a  
12 password in order to access it?

13 A Yes, sir.

14 ~~MR. HUDSON:~~

15 ~~Thank you, sir.~~

16 ~~MR. PECAU:~~

17 ~~I have no questions.~~

18

19 FURTHER, DEPONENT SAITH NAUGHT.

20 \* \* \* \* \*

21

22

23

1 CERTIFICATE

2  
3 STATE OF ALABAMA:

4 COUNTY OF MOBILE:

5 I, David Michael Camp, a Notary Public in  
6 and for the State of Alabama at Large, hereby  
7 certify that the within-named witness, EMMETT, M.  
8 POLLARD, who was made known to me, was, by me,  
9 first duly sworn to speak the truth, the whole  
10 truth, and nothing but the truth in the case  
11 aforesaid; that the testimony then given by said  
12 witness was, by me, reduced to shorthand in the  
13 presence of said witness, afterwards transcribed;  
14 and that the foregoing is a true and correct  
15 transcription of the testimony so given by the  
16 witness as aforesaid.

17 I further certify that this deposition was  
18 taken at the time and place as specified in the  
19 foregoing caption and was completed without  
20 adjournment.

21 I further certify that I am not a relative,  
22 counsel or attorney for either party, or otherwise  
23 interested in the outcome of this action.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my seal at Mobile, Alabama on  
this, the 12th day of May, 2007.

David Michael Camp  
Notary Public in and  
for Alabama at Large.



IN THE UNITED STATES DISTRICT COURT  
FOR THE  
MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

REGIONS ASSET COMPANY,

\*

\*

Plaintiff,

\*

\*

Vs.

\*

CIVIL ACTION NUMBER

\*

REGIONS UNIVERSITY, INC.,

\*

2:06cv882-MHT

\*

Defendant.

\*

\* \* \* \* \*

Deposition of SAMUEL E. UPCHURCH, JR., taken  
before David Michael Camp, CSR, in the law offices  
of Balch & Bingham, LLP, 1901 6th Avenue North,  
Birmingham, Alabama, on August 14, 2007,  
commencing at approximately 10:19 o'clock a.m.

A P P E A R A N C E S

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Also present: REX A. TURNER, JR.

\* \* \* \* \*

I N D E X

Witness

SAMUEL E. UPCHURCH, JR.

EXAMINATION

MR. HUDSON	6
MR. PATERSON	27
MR. HUDSON	30

\* \* \* \* \*

## 1 STIPULATION

2 It is stipulated by and between the parties  
3 hereto and their respective attorneys at law that  
4 the deposition on oral examination of the Witness,  
5 SAMUEL E. UPCHURCH, JR., may be taken before David  
6 Michael Camp, Commissioner and Notary Public,  
7 State of Alabama at Large, and that the said  
8 deposition shall be taken in accordance with and,  
9 when so taken, may be used in accordance with the  
10 provisions of the Federal Rules of Civil  
11 Procedure.

12 It is further stipulated and agreed that all  
13 notices provided for by said Federal Rules of  
14 Civil Procedure are waived, as is the reading over  
15 of said deposition to or by the witness, the  
16 signing thereof by the witness, the signing and  
17 certification of said David Michael Camp, the  
18 filing of said deposition with the Clerk of the  
19 Court and all other requirements and  
20 technicalities of every sort which would be a  
21 prerequisite to the use of said deposition.

22 It is the intent of the parties hereto that  
23 this deposition may be used in evidence as though

1 all requirements of said Federal Rules of Civil  
2 Procedure had been complied with.

3 It is further stipulated and agreed that all  
4 parties hereto reserve the right to have  
5 corrections made to this deposition as provided  
6 for by said Federal Rules of Civil Procedure.

7 It is further stipulated and agreed that all  
8 objections, save as to the form of the questions  
9 asked and the responsiveness of the answers  
10 thereto are reserved until the time of trial in  
11 accordance with the provisions of said Federal  
12 Rules of Civil Procedure.

13  
14 \* \* \* \* \*

1           SAMUEL E. UPCHURCH, JR., having been first  
2       duly sworn to speak the truth, the whole truth,  
3       and nothing but the truth, testified as follows:

4                               EXAMINATION

5       ~~BY MR. HUDSON:~~

6           Q     Mr. Upchurch, would you please state  
7       your name for the record?

8           A     Samuel E. Upchurch, Jr.

9           Q     Until recently, where were you employed?

10          A     Regions Bank. Regions Financial  
11       Corporation.

12          Q     In what capacity?

13          A     Most recent capacity, I was in charge of  
14       general bank.

15          Q     Can you tell me in layman's terms what  
16       that means?

17          A     That means all of the banking -- all the  
18       people that work for the bank, as opposed to lines  
19       of business, directly or indirectly reported to  
20       me.

21          Q     And what would be the definition of the  
22       lines of business?

23          A     Retail, commercial. Commercial's broken

1 down into several different lines, private  
2 banking. Regions runs a matrix system where they  
3 have general bank officers and they have lines of  
4 business that work together in matrix. So the  
5 people who worked in the general bank reported  
6 directly or indirectly to me.

7 Q And being in charge of the bank, would  
8 that be for the bank and all of its locations?

9 A Yes, it was.

10 Q All right. And previous to that, what  
11 was your job?

12 A Previous to that, I was the director of  
13 corporate strategic initiatives for Regions Bank.

14 Q Did you hold an office?

15 A Yeah. I was Executive Vice President.

16 Q And when you were in charge of all of  
17 the bank, were you also an Executive Vice  
18 President?

19 A I was Senior Executive Vice President  
20 then.

21 Q Okay. Prior to your corporate strategic  
22 position, what was your position?

23 A I was the -- I've forgotten what they

1 call it. It was either President or CEO -- I've  
2 forgotten what they call it -- of the Central  
3 Region, which was comprised of Alabama, the  
4 Panhandle of Florida and east -- all of Tennessee  
5 besides Memphis.

6 Q And prior to that, what was your  
7 position?

8 A Prior to that, I was Executive Vice  
9 President, General Counsel and Corporate  
10 Secretary.

11 Q What was the period of time that you  
12 were the General Counsel?

13 A I'd say from 1994 to 2004, something  
14 like that. I don't remember the exact end date.

15 Q Close enough. What responsibility did  
16 you have at any time for the enforcement of the  
17 trademark name "Regions" or "Regions Bank"?

18 A I had direct responsibility for all  
19 legal oversight for the company, which would  
20 include the enforcement of marks.

21 Q Did you still have that oversight after  
22 2004?

23 A I did not have the oversight after I



1 left, after I left the position as General  
2 Counsel.

3 Q Did you have any responsibility in that  
4 regard after you left the situation of General  
5 Counsel?

6 A Did not.

7 Q Can you tell me what the criteria was  
8 for the enforcement of the mark that was utilized  
9 from a corporate standpoint from 1994 through  
10 2004?

11 A Well, we had trademark counsel so we  
12 would follow their responsibilities. But it  
13 was -- it was just a general knowledge of  
14 protecting the mark. You know, we had a mark and  
15 it needed to be protected.

16 And, you know, if we -- if we did not protect  
17 the mark, we would lose the ability to protect  
18 it. So just general corporate knowledge of  
19 protection of the mark.

20 Q Who made the decision about whether a  
21 particular third party use of the name was a  
22 threat to the mark or not?

23 A I don't know if there was any one person

1 who made the decision. But, I mean, generally it  
2 would be -- we would talk with counsel about it  
3 and it would be decided to proceed or not.

4 Q And who would make the business decision  
5 about whether to pursue it?

6 A Oh, probably -- from a business decision  
7 perspective?

8 Q Uh-huh.

9 A I don't -- I don't recall a business  
10 decision. It was always a legal decision.

11 Q Well, I mean, you agree with me that  
12 lawyers can recommend but lawyers ultimately have  
13 to act upon whatever the business people tell them  
14 to do or not to do.

15 A But in this instance, that would have  
16 been totally delegated to the lawyers.

17 Q Totally.

18 A Totally.

19 Q So the lawyers made the decisions as  
20 well as listened to the recommendations from  
21 others?

22 A Well, whether or not to enforce the mark  
23 would have been -- would have been a legal

1 decision.

2 Q Okay. At least from 1994 to 2004.

3 A When I was there. Correct.

4 Q And to your knowledge, did that change  
5 at any time after you left?

6 A Not to my knowledge.

7 Q Okay. Now, was there any particular  
8 criteria that were utilized by the legal  
9 department in determining whether or not to  
10 challenge a third party use?

11 A I can't -- once again, I can't recall  
12 any specific criteria other than -- than someone  
13 using a mark that was deceptively similar and the  
14 need to protect the mark on Regions.

15 Q Have you recently seen what was marked  
16 as Exhibit One-O-nine?

17 A No. I haven't seen this recently.

18 MR. PATERSON:

19 What is that, Tom?

20 MR. HUDSON:

21 Here.

22 MR. PATERSON:

23 We've got so many papers in this

1 case, it's hard to keep up.

2 MR. HUDSON:

3 Sure.

4 THE WITNESS:

5 Yeah. To answer your

6 question, no, I've not recently seen

7 this.

8 BY MR. HUDSON:

9 Q Now that you've read it, do you recall  
10 the letter?

11 A I do not.

12 Q Is that your signature?

13 A It is.

14 Q Is the content of the letter true and  
15 correct?

16 A I assume it is. I don't remember the  
17 circumstances. But I assume it's correct.

18 Q Well, you would have endeavored to make  
19 it true and correct at the time that you wrote  
20 it?

21 A That's correct.

22 Q Do you recall there being other third  
23 party uses of the name "Regions" that came to your

1 attention that involved third parties that were  
2 not in the same business as the bank?

3 A Yes, I do.

4 Q And do you recall whether or not the  
5 bank challenged those third party uses?

6 A Yes, I do.

7 Q And what is your recollection?

8 A I recall several challenges. I don't  
9 remember the specifics. I remember them being  
10 discussed at a Board meeting of the subsidiary  
11 company that owned the marks. The marks were  
12 transferred. But I don't remember the specifics.  
13 The only one I really remember specifics about was  
14 Regions 2020.

15 Q Okay. We'll talk about that in a  
16 moment. You say that you remember several. Would  
17 the several include this Regions Propane?

18 A I don't remember the Regions Propane but  
19 it very -- very possibly could have.

20 Q And you do remember Region 2020.

21 A I do.

22 Q And within the period of 1994 to 2004,  
23 there are several that you recall, and one in

1 particular is the name Region 2020?

2 A I have a recollection of it being  
3 discussed. I would say several. More than one.  
4 I can't tell you how many because I don't have  
5 specific recollections of any besides Regions  
6 2020.

7 Q Okay. And the best you can do is that  
8 it was more than once?

9 A Yes.

10 Q Okay. Was this something that came up  
11 frequently, this sort of topic, or it came up  
12 infrequently?

13 A Oh, it would only came up when somebody  
14 identified something they thought was an  
15 infringement.

16 Q Okay. During that period of time, was  
17 there any outreach that was being done by your  
18 department to determine whether or not third  
19 parties were using the name "Regions"?

20 A We were more reactive. When we would  
21 see it or when someone would -- would send  
22 something to the legal department that showed a  
23 usage, that would be how we would get involved.

1 Q Reactive as opposed to proactive?

2 A That's correct.

3 Q So you were not proactive?

4 A We were not proactive to my knowledge.

5 Q Okay. You spoke of Region 2020. Let me  
6 show you what was previously marked as Exhibit  
7 One-ten and Exhibit One Thirty-seven that's in  
8 front of you there, and ask you if you recall  
9 seeing those before today.

10 A Yes, I do.

11 Q When did you see them last?

12 A Oh, probably -- I can't recall when I  
13 saw them last. Years ago.

14 Q Do you want to take a moment and read  
15 both of them, please?

16 A Okay.

17 Q All right, sir. If we can look first at  
18 Exhibit One-ten --

19 A All right.

20 Q -- the cover letter purports to have  
21 been drafted by Stephen Leara, addressed to Ann  
22 Florie and copied to you, together with an  
23 enclosure which is a draft of the Non-exclusive

1 License Agreement. Have I correctly characterized  
2 that?

3 A It appears to be that, yes.

4 Q Do you recall, now that you've looked at  
5 this letter and the attached draft license  
6 agreement, this transaction?

7 A Yes.

8 Q Tell me what you recall about the  
9 transaction.

10 A I recall being familiar with Regions  
11 2020, that Regions 2020 -- from what I recall,  
12 raising an issue with their use of the name. I  
13 recall asking counsel, outside counsel, to draft  
14 the agreement. I recall speaking with Ann Florie  
15 about it.

16 I recall receiving it, having it -- reviewing  
17 the draft. I recall receiving the finally  
18 executed copy. Just the general -- general  
19 situation around the execution of the document.

20 Q Look, please, sir, at the document,  
21 itself that is attached to the October 20, 1997  
22 letter, being the first draft of the Non-exclusive  
23 License Agreement. And if you'd look at the third



1       whereas clause, do you see where it says "Whereas,  
2       the Licensee's mark is deceptively similar to the  
3       Licensor's Registered Marks so as to be likely to  
4       cause confusion in the marketplace"?

5           A     I see that.

6           Q     Okay. Now, would you please look at the  
7       next draft that is attached to the November 11,  
8       1997 letter?

9           MR. PATERSON:

10          That's the signed copy?

11          MR. HUDSON:

12          No.

13          MR. PATERSON:

14          Okay.

15          THE WITNESS:

16          Okay.

17       BY MR. HUDSON:

18          Q     Do you see that same provision in that  
19       draft?

20          A     Yes, I do.

21          Q     Now, would you please look at the  
22       executed copy, Exhibit One Thirty-seven?

23          A     Okay.

1 Q Has that provision been removed from  
2 that draft?

3 A It is not in that draft.

4 Q Can you tell us why it was removed?

5 A No, I cannot.

6 Q Do you recall that there was a  
7 negotiation between the lawyers for Region 2020  
8 and either you or the lawyers you employed over  
9 the terms of this license agreement?

10 A I recall some drafts going back and  
11 forth but I don't recall the specifics of any of  
12 it.

13 Q But in any event, drafts going back and  
14 forth constitutes negotiation over the language,  
15 does it not?

16 A I don't know that I would term it  
17 negotiations. Some discussions went on.

18 Q Well, is it fair to say that the first  
19 draft would have been the proposal of the bank?

20 A It is.

21 Q And the final draft that was executed  
22 would have been the proposal of Region 2020?

23 A Not necessarily.

1 Q That's true. The final agreement that  
2 was executed would have been what both sides  
3 agreed to do rather than what just the bank  
4 proposed.

5 A Correct.

6 Q I think your testimony is that you don't  
7 have any particular recollection why this clause  
8 was removed. All you can tell us is that in order  
9 for the copy to be executed, it had to be removed.

10 MR. PATERSON:

11 Object to the form.

12 THE WITNESS:

13 Really, all I could tell you is that  
14 it was removed in the executed copy.

15 BY MR. HUDSON:

16 Q Okay. Now, if you'll look, please, sir,  
17 at One-ten at Section 2.1, the royalty payment for  
18 the first draft, which appears after the October  
19 20 letter, it says in pertinent part "Licensee  
20 shall pay to Licensor a royalty of \$1,000.00 per  
21 year until the expiration of the Registered Marks,  
22 or any renewals thereof."

23 And then the next draft which is attached to

1 the October 20, 1997 agreement says at 2.1,  
2 "Licensee shall pay to Licensor a royalty of  
3 \$100.00 per year until the expiration of the  
4 Registered Marks, or any renewals thereof."

5 The cover letter that goes with that second  
6 draft, October 20 cover letter says "At the  
7 request of Sam Upchurch, I have drafted, and am  
8 enclosing herewith, a licensing agreement setting  
9 forth the terms and conditions under which Regions  
10 Financial Corporation will allow Region 2020, Inc.  
11 to use its registered name. Please review this  
12 document and call me if you have any questions."

13 Do you recall why the change was made from a  
14 thousand dollars per year to a hundred dollars per  
15 year?

16 A I don't recall specifically why except  
17 that it was requested by -- it was a request by  
18 Regions 2020.

19 Q Okay. And if you would, look at the one  
20 that was executed, please, sir, at 2.1 which is  
21 One Thirty-seven. Take a look at 2.1.

22 A Right.

23 Q The final agreement for payment turned

1 out to be a one-time one hundred dollar payment.

2 Do you see that?

3 A Yes, I do.

4 Q If you'd just read into the record that  
5 sentence.

6 A It says "Royalty Payment". "Licensee  
7 shall pay to Licensor a total royalty of \$100.00,  
8 which shall be the total payment due from Licensee  
9 during the duration of this license."

10 Q All right, sir. Do you recall that that  
11 would have been requested by Region 2020?

12 A Yeah. Regions 2020 at the time was a  
13 fledgling, kind of start up 501(c)(3) charity. I  
14 do recall them raising the point that they didn't  
15 have a lot of money and so they didn't want --  
16 yes.

17 Q Okay. Now, the license agreement  
18 purportedly was signed on December 3, 1997. After  
19 the date of its signature, do you recall anything  
20 that Regions Bank did to police the mark or police  
21 the licensing of the mark?

22 ~~MR. PATERSON:~~

23 ~~At any time, Tom?~~

1 ~~THE WITNESS.~~

2 Well, I was familiar with what  
3 Regions 2020 did because I was  
4 actively involved with them many  
5 times. So policing the mark -- I  
6 was familiar with what they did so I  
7 was familiar that they were not  
8 violating the terms of the  
9 agreement.

10 BY MR. HUDSON:

11 Q How many times did you attend meetings  
12 of Region 2020 after 1997?

13 A I can't tell you. I worked on task  
14 forces with them, both in my capacity as a Regions  
15 executive and my capacity in the Chamber of  
16 Commerce. And Florie lived next door to me. I  
17 knew Dr. Berte well. So I can't tell you how many  
18 times.

19 And it was also very public what they were  
20 doing, particularly during this time frame. It  
21 was very public, in the newspapers a lot. So --

22 Q Was it public from 1997 through 2004?

23 A Yeah. I think -- I think so. I think

1 even today, they're still public. Their purpose  
2 is to be kind of a public forum for change in the  
3 city.

4 ~~Q When you were General Counsel, were you~~  
5 ~~involved with the selection of a logo?~~

6 ~~A I was not.~~

7 ~~Q Who had that responsibility?~~

8 ~~A That would have been through the~~  
9 ~~marketing department. Probably Bill Askew would~~  
10 ~~have been the principal person.~~

11 ~~Q Were you involved at all with the~~  
12 ~~registration of the logo?~~

13 ~~A Peripherally. A lawyer who worked for~~  
14 ~~me. I was aware of it but I was not directly~~  
15 ~~involved.~~

16 ~~Q Did the lawyers that worked for you~~  
17 ~~report to you with regard to the logo and its~~  
18 ~~selection?~~

19 ~~A I don't recall any specific I mean,~~  
20 ~~other than just generally aware that the legal~~  
21 ~~matters had been covered.~~

22 Q Were you aware that there were companies  
23 that used the name "Regions" that were registered

1 with the United States Trademark Office?

2 A I recall one specific company that used  
3 -- that I think had had it reserved or had used it  
4 that we ended up negotiating with and buying it  
5 back from, and then later bought the company. So  
6 I thought that was kind of clever.

7 Q That would have been at the time that  
8 you wanted to register your mark?

9 A That's correct.

10 Q And they would have used it in  
11 relationship to banking or financial services?

12 A I don't recall whether or not they  
13 actually used it. But, yes, in connection with  
14 banking and financial services.

15 Q And were you aware that there were other  
16 companies that had registered the Regions  
17 trademark for services outside of banking and  
18 financial services?

19 A I don't recall that but it wouldn't  
20 surprise me.

21 Q Okay. In any event, was it your  
22 understanding that your mark had been registered  
23 for banking and financial services?



1 A Yes, it was.

2 Q Okay. Were you aware that there was a  
3 company called Regions Beyond International that  
4 had a Registered Mark?

5 A I don't recall.

6 Q That there was a Regions Air that had a  
7 Regions Registered Mark?

8 A I don't recall.

9 Q That there was a Regions Hospital that  
10 had a Registered Mark?

11 A No. The only one I recall was a mark  
12 registered by First Commercial Corporation.

13 Q Is it fair to say that that wouldn't  
14 have troubled you as long as those companies  
15 weren't involved in banking and financial  
16 services?

17 MR. PATERSON:

18 Object to the form.

19 THE WITNESS:

20 I really can't say whether it would  
21 have troubled me or not. It would  
22 not have troubled me if our  
23 trademark counsel said it was not

1 something we had to worry about.

2 BY MR. HUDSON:

3 Q Did you ever get any suggestion or  
4 advice that you should be concerned with companies  
5 who used the name "Regions" but were not involved  
6 in banking or financial services?

7 A Yes, I did.

8 Q Okay. I think you said during the time  
9 you were General Counsel, the bank was not  
10 proactive in seeking out the names of others who  
11 used the name "Regions" as third party names for  
12 third party companies.

13 A We did not proactively search for people  
14 using the names.

15 Q Okay. And that would mean that you  
16 wouldn't have searched the records of the  
17 Secretary of State of Alabama --

18 A That's correct.

19 Q Nor for domain names on the web.

20 A I don't recall any search for domain  
21 names.

22 Q Or for the U.S. Trademark Office.

23 A Right. Typically, as I said earlier, we

1 would -- when we would become aware of any usage,  
2 that's when it would be referred to the legal  
3 department.

4 ~~MR. HUDSON:~~

5 ~~Thank you, sir.~~

6 ~~THE WITNESS:~~

7 ~~Thank you.~~

8 ~~EXAMINATION~~

9 ~~BY MR. PATERSON:~~

10 Q Mr. Upchurch, let me look at my notes  
11 and see if I can confirm a couple of things. When  
12 you were associated with Regions Bank or Regions  
13 Financial in any capacity, be it General Counsel  
14 and your other executive capacity, were you aware  
15 of any violation of this license agreement with  
16 Region 2020?

17 A No, I was not.

18 Q If Region 2020 had violated the license  
19 or used the name in a way that was offensive to  
20 Regions Bank, would you have expected to hear from  
21 someone at Regions Bank?

22 ~~MR. HUDSON:~~

23 ~~Object to the form.~~

1 ~~THE WITNESS.~~

2 Yes.

3 ~~BY MR. PATERSON:~~

4 Q To your knowledge, has Regions Bank  
5 always, and continuing to this day, been a  
6 financial supporter and contributor to Region  
7 2020?

8 A Yes.

9 Q At the time that the license was entered  
10 into, what was Stan Mackin's role at Regions Bank?

11 A Stan Mackin was the CEO.

12 Q Of Regions Bank?

13 A Of Regions Bank and of Regions Financial  
14 Corporation.

15 ~~Q And are you aware of whether or not he~~  
16 ~~was on the board of directors of Region 2020 at~~  
17 ~~the time the license agreement was signed?~~

18 ~~A I don't recall.~~

19 Q If his name is on the letterhead -- do  
20 you recognize his name on the letterhead there?

21 A Yes, I do.

22 Q Okay. And I guess at the time, he would  
23 have been ultimately your boss. Correct?

1 A That's correct.

2 Q And do you have a recollection whether  
3 or not he was on the board of Region 2020?

4 A Based on this, it appears he was.

5 Q Okay. And there's a lady named Sheila  
6 Blair on there, as well. Was Sheila Blair a  
7 director of Regions Financial at the time?

8 A She was.

9 ~~Q Do you recall any conversations with~~  
10 ~~Sheila Blair or Stan Mackin about the license~~  
11 ~~agreement that you have been asked about today?~~

12 ~~A I don't recall any specific~~  
13 ~~conversations with either one of them.~~

14 Q When did you become aware that Southern  
15 Christian University had changed its name to  
16 Regions University in August of '06?

17 A I was never aware of the name, any name  
18 change.

19 ~~Q Have you talked to anybody about this~~  
20 ~~I called you yesterday. Have you talked to~~  
21 ~~anybody about this litigation or about the fact~~  
22 ~~that you would be giving a deposition here today?~~

23 ~~A Oh, my wife. No.~~

1 ~~Q You haven't talked to anybody that's~~  
2 ~~affiliated with Regions University?~~

3 ~~A I have not.~~

4 ~~Q Okay. Do you know anything about why~~  
5 ~~they changed their name to Regions University?~~

6 ~~A I have no idea.~~

7 ~~Q Okay.~~

8 ~~MR. PATERSON:~~

9 ~~I don't believe I have any more~~  
10 ~~questions. Thank you so much.~~

11 ~~EXAMINATION~~

12 ~~BY MR. HUDSON:~~

13 ~~Q I've got just one. What did you and~~  
14 ~~Charlie talk about?~~

15 ~~A Oh. Just, he asked me if I had any~~  
16 ~~questions about, you know, what was going on and~~  
17 ~~whether or not I had given a deposition before,~~  
18 ~~and just questions like that.~~

19 ~~MR. HUDSON:~~

20 ~~Thank you.~~

21

22 FURTHER, DEPONENT SAITH NAUGHT.

23 \* \* \* \* \*

CERTIFICATE

STATE OF ALABAMA:  
COUNTY OF MOBILE:

I, David Michael Camp, a Notary Public in and  
for the State of Alabama at Large, hereby certify  
that the within-named witness, SAMUEL E. UPCHURCH,  
JR., who was made known to me, was, by me, first  
duly sworn to speak the truth, the whole truth,  
and nothing but the truth in the case aforesaid;  
that the testimony then given by said witness was,  
by me, reduced to shorthand in the presence of  
said witness, afterwards transcribed; and that the  
foregoing is a true and correct transcription of  
the testimony so given by the witness as  
aforesaid.

I further certify that this deposition was  
taken at the time and place as specified in the  
foregoing caption and was completed without  
adjournment.

I further certify that I am not a relative,  
counsel or attorney for either party, or otherwise  
interested in the outcome of this action.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my seal at Mobile, Alabama on  
this, the 14th day of August, 2007.

My Commission expires February 20, 2008.